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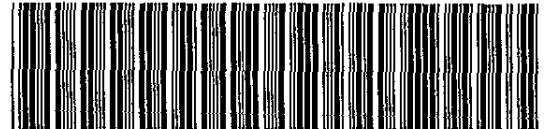
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December 31, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Elab of Tennessee, LLC (DE) into Elab of Tennessee, LLC (FL)

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include
Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF MERGER

BETWEEN

ELAB OF TENNESSEE, LLC, a Delaware limited liability company

AND

ELAB OF TENNESSEE, LLC, a Florida limited liability company

Pursuant to Sections 608.438, *Florida Statutes*, Elab of Tennessee, LLC, a Delaware limited liability company ("Tennessee"), and Elab of Tennessee, LLC, a Florida limited liability company ("Elab"), adopt the following Articles of Merger for the purpose of merging Tennessee into Elab, the latter of which is to survive the merger.

ARTICLE I
PLAN OF MERGER

Attached hereto is the Plan of Merger, which was adopted and approved by both Elab and Tennessee, as required in Section 608.4381, *Florida Statutes*, and such applicable requirements of the laws of the State of Delaware for Tennessee.

ARTICLE II
SURVIVING ENTITY

The surviving entity shall be ELAB OF TENNESSEE, LLC, a Florida limited liability company.

ARTICLE III
ADOPTION REQUIREMENTS

The attached Plan of Merger meets the requirements of sections 608.438 and 608.4381, *Florida Statutes*, and was adopted by the Manager and the sole member of Tennessee on December 31, 2003, and by the Manager and the sole member of the Elab on December 31, 2003, in accordance with the laws of the State of Delaware.

ARTICLE III
EFFECTIVE DATE

The effective date of the merger shall be as of the date of filing of these Articles of Merger.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 31st day of December, 2003

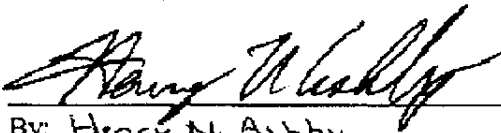
ELAB OF TENNESSEE, L.L.C., a Florida limited liability company



By: Sheila F. McLendon

Its: Manager

ELAB OF TENNESSEE, LLC, a Delaware limited liability company



By: Henry N. Abby

Its: Manager

**PLAN OF MERGER
BETWEEN
ELAB OF TENNESSEE, LLC, a Delaware limited liability company
AND
ELAB OF TENNESSEE, LLC, a Florida limited liability company**

The following Plan of Merger, which was adopted and approved by Elab of Tennessee, LLC, a Delaware limited liability company (the "Company") and Elab of Tennessee, LLC, a Florida limited liability company, a Florida limited liability company (the "Surviving Entity") is being submitted in accordance with section 608.438, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

Name and Street Address - Merged Entity

Elab of Tennessee, LLC
227 French Landing Drive
Nashville, Tennessee 37228

Jurisdiction and Entity Type:

Delaware; Delaware limited liability company

2. The name, address of principal office, jurisdiction, and entity type for the surviving party is as follows:

Name and Street Address - Surviving Company

Elab of Tennessee, LLC
8 East Tower Circle
Ormond Beach, FL 32174

Jurisdiction and Entity Type:

Florida; Florida limited liability company

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of Company shall cease and Company shall be merged with and into the Surviving Entity, (ii) the Articles of Organization of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity, (iii) the Operating Agreement of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Entity, and (iv) the Federal Employer Identification Number ("FEI") assigned to Company shall become the FEI used for the Surviving Entity.

4. The manner and basis of converting the membership interests of Company and the shares of Surviving Entity into shares of the Surviving Entity is as follows: On the effective date of the merger, one hundred percent (100%) of the membership interest of Company, held in the name of the sole member, shall be converted into one hundred (100) shares of common voting stock of the Surviving Entity, each issued and outstanding share of the Surviving Entity.

5. The Surviving Entity shall be manager-managed, and the name and address of the initial manager of the Surviving Entity shall be as provided in the Articles of Organization for the Surviving Entity.

**ARTICLES OF ORGANIZATION
OF
ELAB OF TENNESSEE, LLC**

A Florida Limited Liability Company

**ARTICLE 1
NAME**

The name of this Limited Liability Company is: Elab of Tennessee, LLC

**ARTICLE 2
DURATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

**ARTICLE 3
PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing and the street address of the principal office of the limited liability company is 8 East Tower Circle, Ormond Beach, Florida 32174. The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Ave., Daytona Beach, FL 32114.

**ARTICLE 4
MANAGEMENT**

The company is to be a manager-managed company. The name and address of its Manager is:

Sheila F. McLendon
8 East Tower Circle
Ormond Beach, Florida 32174

ARTICLE 5
CONTINUATION OF BUSINESS

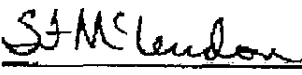
Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member except in accordance with the terms and conditions set forth in the company's Operating Agreement. If such person is admitted, he or she shall be subject to the obligations and limitations in the Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned manager does hereby execute and acknowledge these articles of organization this 31st day of December, 2003.

ELAB OF TENNESSEE, LLC

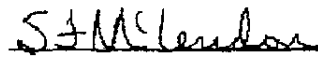


Sheila F. McLendon, Manager

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 608.415 Florida Statutes, **ELAB OF TENNESSEE, LLC** hereby designates **PALMETTO CHARTER SERVICES, INC.**, 150 Magnolia Ave., Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

ELAB OF TENNESSEE, LLC



Sheila F. McLendon, Manager

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of **ELAB OF TENNESSEE, LLC** for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC., a
Florida corporation



By: John P. Ferguson

Its: Vice President