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FO2-5996 into

(Business Entity Name)

LO4-1559

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

4/4

merger

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TALLAHASSEE, FLORIDA

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ql

**HARKAVY
SHAINBERG
KAPLAN &
DUNSTAN
PLC**
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March 13, 2006

VIA FEDEX

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate of Merger

Dear Sir/Madam:

Enclosed please find a Certificate of Merger merging Vital Records Control of Florida, Inc. into Vital Records Control of Florida, LLC. Also enclosed is our firm's check in the amount of \$50.00 payable to the Florida Department of State. Please have this filed and returned to us at your earliest convenience in the enclosed envelope.

If you have any questions, please don't hesitate to call.

Sincerely,



Susan Garner
Secretary to Allen C. Dunstan

Enclosures

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06 JUN 14 4:04
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 7, 2006

SUSAN GARNER
HARKAVY SHAINBERG KAPLAN & DUNSTAN PLC
6060 POPLAR AVENUE, SUITE 140
MEMPHIS, TN 38119

SUBJECT: VITAL RECORDS CONTROL OF FLORIDA, LLC
Ref. Number: L04000001559

We have received your document for VITAL RECORDS CONTROL OF FLORIDA, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The attachments still reflect an effective date that is prior to 4/4, the file date. You must correct the effective date throughout the documents before they can be processed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 006A00023735

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2006

SUSAN GARNER
HARKAVY SHAINBERG KAPLAN & DUNSTAN PLC
6060 POPLAR AVENUE, SUITE 140
MEMPHIS, TN 38119

SUBJECT: VITAL RECORDS CONTROL OF FLORIDA, LLC
Ref. Number: L04000001559

We have received your document for VITAL RECORDS CONTROL OF FLORIDA, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The plan of merger must be attached/included.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

There is a balance due of \$10.00.

The effective day must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 506A00018137

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vital Records Control of Florida, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Allen C. Dunstan
(Contact Person)
Harkavy Shainberg Kaplan & Dunstan PLC
(Firm/Company)
6060 Poplar Avenue, Ste. 140
(Address)
Memphis, TN 38119
(City, State and Zip Code)

For further information concerning this matter, please call:

Allen C. Dunstan at (901) 866-5327
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**HARKAVY
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KAPLAN &
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Writer's Direct Dial Number:
(901) 866-5327

Writer's E-Mail Address:
adunstan@harkavyschainberg.com

June 14, 2006

VIA FEDEX

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Certificate and Dissolution of Merger/Vital Records Control of Florida, LLC

Dear Sir/Madam:

Enclosed please find your letter of April 7, 2006 regarding the above Certificate of Merger. I am returning the documents with your forms attached. Please have this filed and returned to us at your earliest convenience in the enclosed envelope.

If you have any questions, please don't hesitate to call.

Sincerely,



Susan Garner
Secretary to Allen C. Dunstan

Enclosures

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TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Vital Records Control of Florida, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>Vital Records Control of Florida, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Vital Records Control of Florida, LLC</u>	<u>Florida</u>	<u>LLC</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 11901 Amedicus Lane
Fort Myers, FL 33916

Mailing address: Same as above

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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Vital Records Control of</u> <u>Florida, Inc.</u>	<u>See attached Merger</u> <u>Documents</u>	<u>D. Frederick Palo</u>
<u>Vital Records Control of</u> <u>Florida, LLC</u>	<u>See attached Merger</u> <u>Documents</u>	<u>T.R. Petty</u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Vital Records Control of Florida, Inc.	Florida	Corporation
Vital Records Control of Florida, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Vital Records Control of Florida, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

See attached

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER OF
VITAL RECORDS CONTROL OF FLORIDA, LLC
AND
VITAL RECORDS CONTROL OF FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby submit this Certificate of Merger and state as follows:

1. The name of the merging corporation is VITAL RECORDS CONTROL OF FLORIDA, INC. which was formed as a Tennessee corporation and qualified to do business in Florida as a foreign corporation on December 3, 2002.

2. The name of the surviving entity is VITAL RECORDS CONTROL OF FLORIDA, LLC, a Florida limited liability company, which was formed on December 31, 2003, by filing its Articles of Organization with the Secretary of State of Florida. The Operating Agreement is on file at 11901 Amedicus Lane, Fort Myers, Florida 33916, which is the principal place of business of the surviving limited liability company.

3. It is the intent of the Members and Stockholders to effect a merger of VITAL RECORDS CONTROL OF FLORIDA, INC. into VITAL RECORDS CONTROL OF FLORIDA, LLC, and in order to memorialize and affirm the said merger, the Members and Stockholders of VITAL RECORDS CONTROL OF FLORIDA, INC. and VITAL RECORDS CONTROL OF FLORIDA, LLC entered into that certain Agreement of Merger dated effective December 28, 2005, pursuant to which the Managing Member of VITAL RECORDS CONTROL OF FLORIDA, LLC was directed to execute this Certificate of Merger and to file it in the office of the Florida Secretary of State and the Tennessee Secretary of State. The Agreement of Merger is on file at 11901 Amedicus Lane, Fort Myers, Florida 33916, the principal place of business of the surviving limited liability company.

4. The effective date of the merger will effective the file date, it being the intent of the parties that as of such date, for all purposes of the laws of the State of Florida and Tennessee, all of the rights, privileges and powers of VITAL RECORDS CONTROL OF FLORIDA, INC. will have merged with those of VITAL RECORDS CONTROL OF FLORIDA, LLC and all property, real, personal and mixed, and all debts due to VITAL RECORDS CONTROL OF FLORIDA, INC. as well as all other things and causes of action belonging to VITAL RECORDS CONTROL OF FLORIDA, INC. will be vested in VITAL RECORDS CONTROL OF FLORIDA, LLC and thereafter will be the property of VITAL RECORDS CONTROL OF FLORIDA, LLC and the title to any real property vested in VITAL RECORDS CONTROL OF FLORIDA, INC. shall not revert or be in any way impaired, and all rights of creditors and all liens upon any property of VITAL RECORDS

CONTROL OF FLORIDA, INC. will be preserved unimpaired, and all debts, liabilities and duties of VITAL RECORDS CONTROL OF FLORIDA, INC. thenceforth will attach to VITAL RECORDS CONTROL OF FLORIDA, LLC, and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

5. The surviving limited liability company, VITAL RECORDS CONTROL OF FLORIDA, LLC agrees that it may be served with process in the State of Florida in any action, suit or proceeding for enforcement of any obligations of VITAL RECORDS CONTROL OF FLORIDA, INC. and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such action, suit or proceeding, the copy of such process to be mailed to the surviving general partnership at 11901 Amedicus, Fort Myers, Florida 33916.

6. Copies of the Agreement of Merger and the Operating Agreement will be furnished by the surviving limited liability company upon request and without cost to any Stockholders of the merging corporation.

VITAL RECORDS CONTROL OF FLORIDA, INC.
A Tennessee Corporation

By: MDD [Signature] - EVP
Its: Executive Vice-President

VITAL RECORDS CONTROL OF FLORIDA, LLC
A Florida Limited Liability Company

By: [Signature]
Its: Managing Member

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06 JUL 15 PM 4:00
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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS AGREEMENT is made and entered into to be effective as of the file date, by and between **VITAL RECORDS CONTROL OF FLORIDA, INC.**, a Tennessee corporation ("Company"), and **VITAL RECORDS CONTROL OF FLORIDA, LLC**, a Florida limited liability company ("LLC").

WITNESSETH:

WHEREAS, Company was formed pursuant to the Tennessee Corporation Act and registered to do business in Florida by filing a registration to do business as a foreign corporation with the Florida Secretary of State on December 3, 2002; and

WHEREAS, LLC was formed pursuant to the Florida Limited Liability Company Act by filing its Articles of Organization with the Florida Secretary of State on December 31, 2003; and

WHEREAS, the Stockholders of Company and LLC are identical and each Stockholder and Member will hold the same percentage interest in each entity; and

WHEREAS, it was the intent of the parties to effect a merger of Company into LLC, the latter being the surviving entity; and the parties now desire to memorialize and affirm the said merger by their execution of this Agreement of Merger;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Managing Member of Vital Records Control of Florida, LLC is directed to execute that certain Certificate of Merger of Vital Records Control of Florida, Inc. with Vital Records Control of Florida, LLC ("Certificate of Merger"), a copy of which is attached hereto, and to file the Certificate of Merger in the office of the Florida Secretary of State and the Tennessee Secretary of State.

2. Effective as of the date of the Certificate of Merger, Vital Records Control of Florida, Inc. will be merged (the "Merger") into Vital Records Control of Florida, LLC, the surviving entity, without change in the Stockholders' respective percentage interests in the surviving LLC.

3. As of the effective date of the Merger, for all purposes of the laws of the State of Florida, all of the rights, privileges and powers of Company and all property, real, personal and mixed, and all debts due to Company shall be vested in LLC and shall thereafter be the property of LLC, and all rights of creditors and all liens upon any property of Company shall thenceforth attach to LLC, and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

4. The surviving LLC agrees that it may be served with process in the State of Florida in any action, suit or proceeding for enforcement of any obligations of Company, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such action, suit or proceeding, the copy of such process to be mailed to the surviving LLC at 11901 Amedicus Lane, Fort Myers, Florida 33916.

5. This Agreement of Merger may be executed in two or more counterparts, all of which together shall constitute a single instrument.

6. This Agreement has been approved by a majority of the Stockholders of the Company and by a majority of the Membership Interests in the LLC and the Stockholders and Members have authorized the undersigned to execute this Agreement of Merger.

IN WITNESS WHEREOF, the undersigned parties, being authorized to do, have executed this Agreement to be effective as of the date first above written.

VITAL RECORDS CONTROL OF FLORIDA, INC.
A Tennessee corporation

By: 709/115 - EVP
Its: Executive Vice-President

VITAL RECORDS CONTROL OF FLORIDA, LLC
A Florida limited liability company

By: [Signature]
Its: [Signature]

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