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JUL-07-2004 11:42 AM FRESE, NASH & HANSEN

FAX NO. 3219513741

P. 01

Division of Corporations

Page 1 of 1

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MERGER OR SHARE EXCHANGE

ATLANTIC CARDIONET, LLC

Certificate of Status	0
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H04000140537 3

ARTICLES OF MERGER
OF
ATLANTIC CARDIONET, INC.
INTO
ATLANTIC CARDIONET, LLC

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ARTICLES OF MERGER between ATLANTIC CARDIONET, INC., a Florida corporation, and ATLANTIC CARDIONET, LLC, a Florida limited liability company.

Pursuant to §§607.1109 and 608.4382, Florida Statutes, Atlantic Cardionet, LLC and Atlantic Cardionet, Inc., adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated JULY 1st, 2004, (the "Plan of Merger") between Atlantic Cardionet, Inc. and Atlantic Cardionet, LLC, was approved and adopted by the shareholders of Atlantic Cardionet, Inc., on JULY 1st, 2004, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by the members of Atlantic Cardionet, LLC, on JULY 1st, 2004, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

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ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of Atlantic Cardionet, Inc. stock will be acquired by means of a merger of Atlantic Cardionet, Inc. into Atlantic Cardionet, LLC, the surviving entity (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to §§607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of JULY, 2004.

ATLANTIC CARDIONET, LLC

ATLANTIC CARDIONET, INC.

By: [Signature]
Print Name: SHASHIN DESAI
Title: DIRECTOR

By: [Signature]
Print Name: GEORGE GARDONIA
Title: PRESIDENT

H04000140537 3

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER
OF
ATLANTIC CARDIONET, INC.
INTO
ATLANTIC CARDIONET, LLC

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THIS AGREEMENT AND PLAN OF MERGER is made this 1st day of JULY, 2004, by and between ATLANTIC CARDIONET, LLC, a Florida limited liability company, (the "Surviving Entity") and ATLANTIC CARDIONET, INC., a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Board of Directors of the Disappearing Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Managers of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Organization.** The Articles of Organization of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. **Conversion of Shares.** Upon the Effective Date, each share of the Disappearing Entity's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) Unit of the Surviving Entity in accordance with this Plan. Each Unit of the Surviving Entity that is issued and outstanding on the Effective Date shall continue as an outstanding Unit of the Surviving Entity.

JUL-07-2004 WED 11:43 AM FRESE NASH HANSEN

FAX NO. 3219513741

P. 04

HO4000140537 3

3. **Satisfaction of Rights of the Disappearing Entity's Shareholders.** All Units of the Surviving Entity into which shares of the Disappearing Entity's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional Units of the Surviving Entity will not be issued.

5. **Management.** The Surviving Entity is a Florida limited liability company and management thereof is vested in one or more managers. The names and business addresses of such managers are as follows:

Gopal Gadodia, M.D.
2200 West Eau Gallie Boulevard, Suite 200
Melbourne, FL 32935

Shashin R. Desai, M.D.
2200 West Eau Gallie Boulevard, Suite 200
Melbourne, FL 32935

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6. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §§607.11101 and 608.4383 of the Florida Statutes.

7. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with §§607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

HO4000140537 3

JUL-07-2004 WED 11:43 AM FRESE NASH HANSEN

FAX NO. 3219513741

P. 05

H04000140537 3

9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Managers of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Entity and the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have set their hands this 15th day of JULY 2004.

ATLANTIC CARDIONET, LLC

By: [Signature]
Print Name: PRESIDENT
Title: GOPAL GADOP, A

ATLANTIC CARDIONET, INC.

By: [Signature]
Print Name: SHASHI DEBAY
Title: DIRECTOR

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