

LO4 0000034172

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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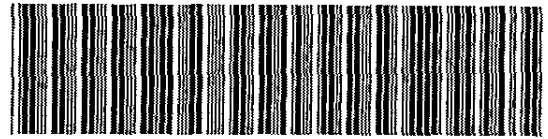
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/19/04--01007--017 **70.00

04/26/04--01026--012 **50.00

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CLERK OF DISTRICT COURT
JANUARY 12 2005
TALLAHASSEE, FLORIDA

LO4-34172
CR



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 3, 2004

CHRISTOPHER M. RISER
THE RISER LAW FIRM PLLC
1230 PEACHTREE ST SE, 19TH FLOOR
ATLANTA, GA 30309

SUBJECT: GO TO HEALTH, LLC
Ref. Number: W04000015215

We have received your document for GO TO HEALTH, LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 604A00030038

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DEPARTMENT OF STATE

64 MAY 6 9 51 AM '04

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THE RISER LAW FIRM PLLC

PRACTICE LIMITED TO DOMESTIC AND INTERNATIONAL
TAX AND ESTATE PLANNING, ASSET PROTECTION
AND ESTATE ADMINISTRATION

WWW.RISERLAW.COM
CRISER@RISERLAW.COM

THE FIRM'S ATTORNEYS ARE NOT LICENSED IN GEORGIA
PRACTICE FOR MEMBERS OF THE GEORGIA PUBLIC IS LIMITED TO FEDERAL TAX LAW
1230 PEACHTREE STREET NE
19TH FLOOR
ATLANTA, GEORGIA 30309
TEL 404.942.3553
FAX 404.942.3401

CHRISTOPHER M. RISER, J.D., LL.M.

ADMITTED IN NORTH CAROLINA AND
AS A SOLICITOR OF THE SUPREME COURT OF ENGLAND & WALES

ELIZABETH M. RISER, J.D.

ADMITTED IN NORTH CAROLINA

JUSTIN M. SCHNEIDER, J.D., LL.M.

ADMITTED IN NEW JERSEY

179 MAIN STREET
POST OFFICE BOX 520
HIGHLANDS, NORTH CAROLINA 28741
TEL 828.526.8886
FAX 828.526.5787

April 20, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger for All American IPA, LLC & Go To Health, LLC

To Whom It May Concern:

Enclosed please find the Articles of Merger for ALL AMERICAN IPA, LLC and GO TO HEALTH, LLC. I have enclosed a check for \$50.00 in payment of the \$25.00 filing fee for each LLC.

Please return the documents to me by US Mail at the following address:

Christopher M. Riser
The Riser Law Firm PLLC
1230 Peachtree St. NE
19th Floor
Atlanta, GA 30309

If you have any questions or concerns, please contact me.

Very truly yours,

THE RISER LAW FIRM PLLC

Christopher M. Riser

Enclosures

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APR 20 19 PM 3:51
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Go To Health, Inc. 7407 Holiday Drive Spring Hill, Florida 34606	Florida	Corporation

Florida Document/Registration Number: P99000086779 FEI Number: 59-3601291

2. Go To Health, LLC 5350 Spring Hill Drive Spring Hill, Florida 34606	Florida	L.L.C.
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Florida Document/Registration Number: W04000015215 FEI Number: 59-3601291

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Go To Health, LLC 5350 Spring Hill Drive Spring Hill, Florida 34606	Florida	L.L.C.

Florida Document/Registration Number: W04000015215 FEI Number: 59-3601291

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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JAN 18 PM 3:55

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FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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TALLAHASSEE, FLORIDA

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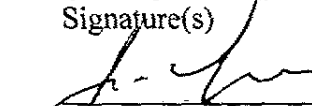
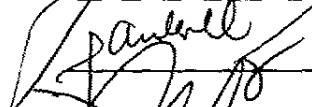
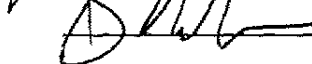
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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

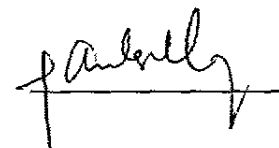
(Note: Please see instructions for required signatures.)

Name of Entity Signature(s) Typed or Printed Name of Individual

Go To Health, Inc.

 Joseph K. Lemieux
 Pariksith Singh
 Maria Scunziano

Go To Health, LLC

 Auro S Management, LLC
By: Pariksith Singh

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

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FILING FEES:

For each Limited Partnership:	\$52.50 (if merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Go T o Health, Inc.	Florida
Go T o Health, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Go T o Health, LLC	Florida

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

- 1. The articles of organization filed with the Articles of Merger shall be the articles of organization of the surviving LLC unless and until amended;*
- 2. The articles of incorporation and bylaws of Go To Health, INC. shall be of no further force or effect;*
- 3. Go To Health, LLC shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of Go To Health, INC.; and all property, real, personal, and mixed, and all debts due to Go To Health, INC., as well as all other choses in action, and each and every other interest of or belonging to or due to Go To Health, INC., shall be taken and deemed to be vested in Go To Health, LLC without further act or deed; and the title to any real estate, or any interest therein, vested in Go To Health, INC. shall not revert or be in any way impaired by reason of such merger; and*
- 4. Go To Health, LLC shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of Go To Health, INC., and any claim existing or action or proceeding pending by or against Go To Health, INC. may be prosecuted as if such merger had not become effective. Neither the rights of creditors nor any liens upon the property of Go To Health, INC. shall be impaired by such merger.*

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JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

CLERK
JULY 19 PM 3:53

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each shareholder of Go To Health, INC. shall receive one membership interest unit for each share of the corporation pursuant to this merger.

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

N/A

FIFTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Auro S Management, LLC
5350 Spring Hill Drive
Spring Hill, Florida 34606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

CLERK OF DISTRICT COURT
JAN 18 PM 3:50
TALLAHASSEE, FLORIDA

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