

L040000047577

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000015123 3)))



H090000151233ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

09 JAN 23 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 617-6380

L. SELLERS

JAN 26 2009

From: Account Name : BARRITZ & COLMAN LLP
Account Number : 1200000000130
Phone : (561) 864-5100
Fax Number : (561) 864-5101

EXAMINER

RECEIVED

2009 JAN 23 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Palm Beach Meditox, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 09 |
| Estimated Charge | \$150.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN 23 AM 8:54

FILED

H090000151233

**Certificate of Merger
For Limited Liability Company**

The following Certificate of Merger is submitted to merge the following 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>Meditox of Dallas, LLC</u> | <u>Texas</u> | <u>limited liability co.</u> |
| <u>Beverly Hills Meditox LLC</u> | <u>California</u> | <u>limited liability co.</u> |
| <u>Meditox of Chicago, LLC</u> | <u>Illinois</u> | <u>limited liability co.</u> |
| <u>Meditox of New Jersey, LLC</u> | <u>New Jersey</u> | <u>limited liability co.</u> |
| <u>Meditox of Seattle, LLC</u> | <u>Washington</u> | <u>limited liability co.</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>Palm Beach Meditox, LLC</u> | <u>Florida</u> | <u>limited liability co.</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.

H-090000151233

1 of 6

FILED
09 JAN 23 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H090000151233

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:

Effective date is the date of filing

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:

Already formed in Florida

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, to 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: N/A

Mailing address: N/A


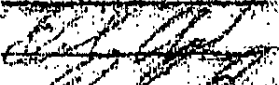
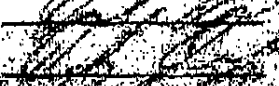
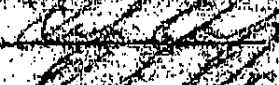
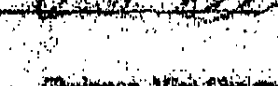
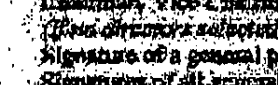
H-090000151233

FILED
09 JAN 23 AM 8:54
STATE OF FLORIDA
TALLAHASSEE

H090000151233

5.1 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.606.4351-606.4355, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization | Signature(s) | Typed or Printed Name of Individual |
|-----------------------------------|---|-------------------------------------|
| <u>Palm Beach Gardens, LLC</u> |  | David Dachev, Mgr |
| <u>Medbox of Dallas, LLC</u> |  | David Dachev, Mgr |
| <u>Beverly Hills Medical, LLC</u> |  | David Dachev, Mgr |
| <u>Medbox of New Jersey, LLC</u> |  | David Dachev, Mgr |
| <u>Medbox of Chicago, LLC</u> |  | David Dachev, Mgr |
| <u>Medbox of Seattle, LLC</u> |  | David Dachev, Mgr |

| | |
|--|--|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no director selected, signature of incorporator.) |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signature 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: | \$25.00 |
| | For each General Partnership: | \$25.00 |
| | For each Other Business Entity: | \$25.00 |

Certified Copy optional: **\$36.00**

FILED
09 JAN 23 AM 8:54
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

H090000151233

H-090000151233

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

| Name | Jurisdiction | Form/Entity Type |
|----------------------------|--------------|-----------------------|
| Meditox of Dallas, LLC | Texas | limited liability co. |
| Beverly Hills Meditox LLC | California | limited liability co. |
| Meditox of Chicago, LLC | Illinois | limited liability co. |
| Meditox of New Jersey, LLC | New Jersey | limited liability co. |
| Meditox of Seattle, LLC | Washington | limited liability co. |

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

| Name | Jurisdiction | Form/Entity Type |
|-------------------------|--------------|-----------------------|
| Palm Beach Meditox, LLC | Florida | limited liability co. |

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

All of the membership units of the merging entities will be exchanged for an equal number of membership units in the surviving entity.

(Attach additional sheet if necessary)

H 090000151233

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:

Each member of the merging entity(ies) will be given the same number of units it had in the merging entity in the surviving entity. Since neither the merging entity(ies) nor the surviving entity has units/ ownership interest which are certificated, the ownership units in the surviving entity will be reflected on an amendment to Exhibit "A" of the surviving entity's operating agreement.

(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 acquiring the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The terms of surviving entity's operating agreement will govern.

(Attach additional sheet if necessary)

H 09 0000151233

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

On December 31, 2008, The members of each merging entity and the surviving entity have unanimously approved the Plan of Merger set forth hereon. The address of the surviving entity is 2051 45th Street, West Palm Beach, Florida 33407.

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

H 09 0000151233

H090000151233

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. Meditox of Dallas LLC One Preston Center 8222 Douglas Ave Ste 375 Dallas, TX 75225 | Texas | limited liability co. |

Florida Document/Registration Number N/AFEI Number: 20-5117538

| | | |
|---|------------|-----------------------|
| 2. Beverly Hills Meditox, LLC 4560 Admiralty Way Ste 354 Marina Del Rey, CA 90292 | California | limited liability co. |
|---|------------|-----------------------|

Florida Document/Registration Number N/AFEI Number 20-4561572

| | | |
|--|----------|-----------------------|
| 3. Meditox of Chicago, LLC 2835 North Sheffield Ave Suite 209 & 233 Chicago, IL 60657 | Illinois | limited liability co. |
|--|----------|-----------------------|

Florida Document/Registration Number N/AFEI Number 20-8236124

| | | |
|---|------------|-----------------------|
| 4. Meditox of New Jersey LLC The Pavilions at Voorhees 2301 East Evesham Road Ste 402 Voorhees, NJ 08043 | New Jersey | limited liability co. |
|---|------------|-----------------------|

Florida Document/Registration Number N/AFEI Number 25-0582044

| | | |
|--|------------|-----------------------|
| 5. Meditox of Seattle, LLC Edmonds Medical & Professional Center 21827 76 th Avenue West Suite 201 Edmonds, WA 98026 | Washington | limited liability co. |
|--|------------|-----------------------|

Florida Document/Registration Number N/AFEI Number 20-8993351

H090000151232

H090000 15123

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> |
|--|---------------------|-----------------------|
| 1. Palm Beach Meditox, LLC 2051 45 th Street, Ste 205 West Palm Beach, FL 33407 | Florida | limited liability co. |

Florida Document/Registration Number L04000047577

FBI Number 20-1287638

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.

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

H090000 151233

4090000151283

partnership or the stipulations or articles of partnership 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 the Florida Department of State

OR

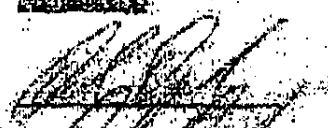
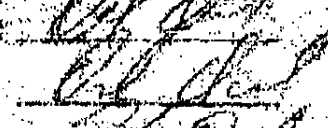
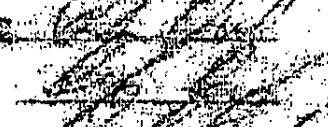
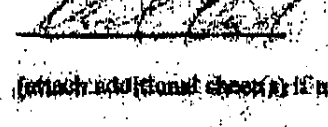
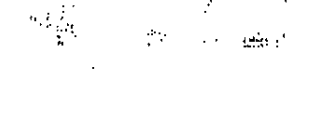

N/A

(Enter specific date. Note: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURES FROM EACH PARTY:

(Note: Please use long names for registered companies.)

| Name of Entity | Signature(s) | Typed or Printed Name of Individual |
|------------------------------|---|-------------------------------------|
| Mediatrix of Dallas, LLC |  | David Dashay, Manager |
| Reverly Hills Mediatrix, LLC |  | David Dashay, Manager |
| Mediatrix of Chicago, LLC |  | David Dashay, Manager |
| Mediatrix of New Jersey, LLC |  | David Dashay, Manager |
| Mediatrix of Seattle, LLC |  | David Dashay, Manager |
| John French Mediatrix, LLC |  | David Dashay, Manager |

(attach additional sheet(s) if necessary)

4090000151283