

L04000091696

Florida Department of State
Division of Corporations
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To:

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From:

Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727)442-1200
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MERGER OR SHARE EXCHANGE

SAMSON ENTERPRISES, L.L.C.

Certificate of Status	0
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60.00

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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:

Name and Street AddressJurisdictionEntity Type

1. Samson Enterprises, Inc.
5137 Jungle Plum Road
Sarasota, FL 34242

Florida

Corporation

Florida Document/Registration Number: P94000043632

FEI Number: 65-513284

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: H050000312933

(Attach additional sheet(s) if necessary)

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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>
Samson Enterprises, L.L.C.	Florida	limited liability company

Florida Document/Registration Number: L04000091696

FEI Number: 37-1503923

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 of 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.

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ALAN S. GASSMAN, P.A.

7274435829 P.04/07

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NINTH: The merger shall become effective as of:

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

OR

(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 laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Samson Enterprises L.L.C.

RUSSELL H. SAMSON, M.D., Manager

Samson Enterprises, Inc.

SUSAN F. SAMSON, President

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TALLAHASSEE, FLORIDA

DE

(Attach additional sheet(s) if necessary)

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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:

Name

Samson Enterprises, Inc.

Jurisdiction

Florida

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

Name

Samson Enterprises, L.L.C.

Jurisdiction

Florida

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

1. The Subsidiary will be merged into the Parent.

(Attach additional sheet(s) if necessary)

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
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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:

1. The Subsidiary will be merged into the Parent.
2. The outstanding shares of the Subsidiary will be cancelled in exchange for the assets of the Subsidiary.
3. The Subsidiary shall from time to time, as and when requested by Parent, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out 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:

1. The Subsidiary will be merged into the Parent.
2. The outstanding shares of the Subsidiary will be cancelled in exchange for the assets of the Subsidiary.
3. The Subsidiary shall from time to time, as and when requested by Parent, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual
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SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s) managing members are as follows:

Russell H. Samson, M.D., Manager
5741 Bee Ridge Road, Suite 400
Sarasota, FL 34233

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:

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TALLAHASSEE, FLORIDA

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