

L04000093660

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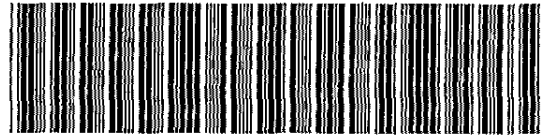
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12/30/04--01006--005 **90.00

EFFECTIVE DATE
12/31/04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 DEC 30 AM 11:03

FILED

STATE
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

04 DEC 30 AM 11:10

RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

EFFECTIVE DATE
12/31/04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: MEGAN HODGE

DATE: 12/30/2004

REF. #: 0174.33367

CORP. NAME: INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510869 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/04
004000098242

**ARTICLES OF MERGER
OF
INALSINGH & RAY BRADENTON PROPERTY GROUP, INC.,
a Florida corporation
and
INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C.
a Florida limited liability company**

004000093660

(Pursuant to the provisions of Chapters 607
of the Florida Business Corporation Act)

Pursuant to the provisions of Sections 607.1108 and 608.438 of the Florida Statutes, the undersigned, hereby certify by these Articles of Merger as follows:

1. The names of the entities which are parties to the Merger are INALSINGH & RAY BRADENTON PROPERTY GROUP, INC., a Florida corporation ("INC") and INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C., a Florida limited liability company ("LLC"). LLC will be the surviving company and is to be governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted pursuant to a written consent as permitted by Section 607.0704 and 607.0821 of the Florida Statutes by the holders of all of the issued and outstanding shares of common stock and all of the directors of INC as of December 29, 2004. The number of votes was sufficient for approval.


4. The Plan and Agreement of Merger was duly adopted pursuant to a written consent as permitted by Sections 607.1103 and 608.4381 of the Florida Statutes by all of the managers and members of LLC as of December 29, 2004.

5. The Merger shall become effective ~~upon the filing of these Articles of Merger with the Department of State of the State of Florida~~ ^{as of 11:59 p.m., December 31, 2004} in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the entities party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 29th day of December, 2004.

WITNESSES:

INALSINGH & RAY BRADENTON
PROPERTY GROUP, INC., a Florida
corporation




Marjia Wiker

As to C.H. Amar Inalsingh

By: 


C.H. Amar Inalsingh, as its President

INALSINGH & RAY BRADENTON
PROPERTY GROUP, L.L.C., a Florida
limited liability company

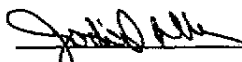


Marjia Wiker

As to C.H. Amar Inalsingh

By: 

C.H. Amar Inalsingh, as its Manager



Marjia Wiker

As to Pranab Ray

By: 

Pranab Ray, as its Manager

Exhibit A

PLAN AND AGREEMENT OF MERGER
BETWEEN
INALSINGH & RAY BRADENTON PROPERTY GROUP, INC.,
a Florida corporation
and
INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C.,
a Florida limited liability company

**PLAN AND AGREEMENT OF MERGER
BETWEEN
INALSINGH & RAY BRADENTON PROPERTY GROUP, INC.,
a Florida corporation
and
INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C.,
a Florida limited liability company**

This Plan and Agreement of Merger (this "Agreement") is made and entered into effective December 31, 2004, by and between **INALSINGH & RAY BRADENTON PROPERTY GROUP, INC.**, a Florida corporation ("INC") and **INALSINGH & RAY BRADENTON PROPERTY GROUP, L.L.C.**, a Florida limited liability company ("LLC" and collectively with INC, the "Constituent Entities").

Background

INC is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of one thousand (1,000) shares of common stock. Six hundred (600) shares of common stock are currently issued and outstanding. LLC is a limited liability company duly organized under the laws of the State of Florida. The Board of Directors of INC and the Managers of LLC deem it advisable that INC be merged with and into LLC on the terms and conditions herein set forth, in accordance with the applicable provisions of the Florida Statutes which permit such a merger.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, INC and LLC, by their respective Board of Directors and Managers, have agreed and do hereby agree as follows:

Terms Of The Merger

1. Merger. INC and LLC shall be merged into a single company, in accordance with applicable provisions of the laws of the State of Florida, by INC merging with and into LLC, which shall be the surviving company.

2. Effect of Merger. From and after the filing of the Articles of Merger, INC and LLC shall be a single company, which shall be LLC as the surviving company, and the separate existence of INC shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another company, while the existence of LLC shall continue unaffected and unimpaired. LLC shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under Florida law. LLC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of INC and

LLC . All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of INC and LLC, shall be taken and deemed to be transferred to and vested in LLC without further act or deed. The title to any real estate, or any interest therein vested in either of INC or LLC, shall not revert or be in any way impaired by reason of such merger. LLC shall hereafter be responsible and liable for all the liabilities and obligations of each of INC and LLC, and any claim existing or action or proceeding pending by or against either of INC and LLC may be prosecuted as if such merger had not taken place, or LLC may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of INC or LLC shall be impaired by the merger.

The Managers of LLC are C.H. Amar Inalsingh, whose business address is 401 Manatee Avenue East, Bradenton, Florida 34208, and Pranab Ray, whose business address is 401 Manatee Avenue East, Bradenton, Florida 34208.

3. Certificate of Incorporation. The Certificate of Organization of LLC shall not be amended in any respect by reason of this Plan and Agreement of Merger.

4. Conversion of Shares. The manner of converting the outstanding shares or membership interests of INC or LLC shall be as follows:

- a. Each membership interest of LLC issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder, continue to be outstanding with no adjustment as a result of the Merger.
- b. The three hundred five (305) shares of common stock of INC owned by C.H. Amar Inalsingh, M.D. immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.
- c. The two hundred ninety-five (295) shares of common stock of INC owned by Pranab Ray, M.D. immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.

5. Surrender of Certificates. Each record holder of an outstanding certificate or certificates which represent shares of INC Common Stock immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Plan and Agreement of Merger.

6. Further Assurances. If at any time after the Effective Date LLC shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in LLC, according to the terms hereof, the title to any property rights of INC or LLC, the last acting officers and Directors of INC, as the case may be, or the corresponding officers and Managers of LLC shall and will execute and make all such proper assignments or assurances and all things

necessary or proper to vest title in such property or rights in LLC, and otherwise carry out the purposes of this Plan and Agreement of Merger.

7. Approval By Shareholders and Members. This Plan and Agreement of Merger shall be approved by the respective Board of Directors and Managers of each INC and LLC and submitted to the respective Shareholders and Members of each INC and LLC for approval as provided by the Florida law. If duly adopted by the requisite vote of such Shareholders and Members, Articles of Merger meeting the requirements of Florida law shall be filed immediately in the appropriate office in Florida.

8. Effective Date. The merger of INC with and into LLC shall become effective ~~upon the filing of the Articles of Merger in accordance with Florida Law~~ (the "Effective Date") as of 11:59 p.m., December 31, 2004

9. Covenants of INC. INC covenants and agrees that: (a) it will not amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its common stock or any rights to acquire any such shares prior to the Effective Date.

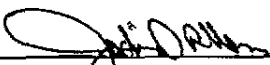
10. Covenants of LLC. LLC covenants and agrees that: (a) it will not amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any membership interest or any rights to acquire any such shares prior to the Effective Date.

11. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Board of Directors and/or Managers of either of INC and LLC at any time prior to filing of the Articles of Merger.

IN WITNESS WHEREOF, each of the parties to this Plan and Agreement of Merger has caused this Plan and Agreement of Merger to be executed by its duly authorized officer on the date set forth above.

WITNESSES:

INALSINGH & RAY BRADENTON
PROPERTY GROUP, INC., a Florida
corporation



Print Name JOE D. ALLEN


By: 

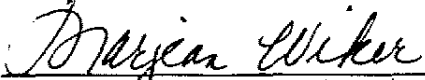
C. H. Amar Inalsingh, M.D., as its President



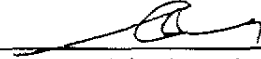
Print Name MARJEAN WIKER

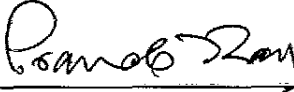
WITNESSES:


Print Name DAVID ALLEN


Print Name MARJEAN WIKER

INALSINGH & RAY BRADENTON
PROPERTY GROUP, L.L.C., a Florida
limited liability company

By: 
C.H. Amar Inalsingh, as its Manager

By: 
Pranab Ray, as its Manager