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

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CONTACT: KATIE WONSCH

DATE: 04/11/05

REF. #: 0177.36717

CORP. NAME: CENTRAL FLORIDA CANCER INSTITUTE AT CLERMONT, LLC

- | | | |
|--|---|--|
| <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# 512126 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF MERGER
OF
CENTRAL FLORIDA CANCER INSTITUTE AT CLERMONT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
WITH AND INTO
HRS OPERATIONS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

L04000625059

L0500046105

In accordance with the terms and provisions of the Florida Limited Liability Company Act (the "Act") §608.4382, HRS OPERATIONS, LLC, a Florida limited liability company (the "Surviving Company"), hereby submits the following Articles of Merger, duly executed by each party to the merger:

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

<u>Name</u>	<u>Jurisdiction</u>
Central Florida Cancer Institute at Clermont, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
HRS Operations, LLC	Florida

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 TALLAHASSEE, FLORIDA

THIRD: The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") meets the requirements of § 608.438 et seq. of the Act and was approved by written consents of the members of each limited liability company that is a party to the merger in accordance with the Act.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization or Operating Agreement of either limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of 11:59 P.M. (the "Effective Time") on the date (the "Effective Date") the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger having the Effective Date as set forth above.

**CENTRAL FLORIDA CANCER
INSTITUTE AT CLERMONT, LLC, a
Florida limited liability company**

By 

Randy V. Heysek, M.D., Member
(Authorized Signatory)

**HRS OPERATIONS, LLC, a Florida limited
liability company**

By 

Randy V. Heysek, M.D., Member
(Authorized Signatory)

Exhibit A

AGREEMENT AND PLAN OF MERGER

We hereby submit the following plan of merger (the "Plan of Merger") in accordance with the Florida Limited Liability Company Act (the "Act") §608.438. The Plan of Merger has been approved by each party to the merger in accordance with the Act §608.4381.

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

<u>Name</u>	<u>Jurisdiction</u>
Central Florida Cancer Institute at Clermont, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
HRS Operations, LLC	Florida

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

(a) **Merger.** In accordance with §608.438 of the Act, the merging party, Central Florida Cancer Institute at Clermont, LLC, a Florida limited liability company (the "Terminating LLC"), shall merge with and into the surviving party, HRS Operations, LLC, a Florida limited liability company (the "Surviving Company"), as of 11:59 P.M. on the date of filing of the Articles of Merger with the Florida Department of State (the "Effective Time"). At the Effective Time, the separate existence of the Terminating LLC shall cease, and the Surviving Company shall continue to exist under and be governed by the Act. Without limiting the foregoing, membership interests in the Terminating LLC shall cease to exist.

(b) **Effect of Merger.** As of the Effective Time, the separate existence of the Terminating LLC shall cease and the Surviving Company shall be fully vested with all the rights, privileges, interests, properties, immunities, disabilities, and duties in and of the Terminating LLC as more particularly set forth in §608.4383 of the Act.

FOURTH: The manner and basis of converting the interests of the members of the limited liability companies, who are parties to this Plan of Merger are as follows:

Consideration. In exchange for all of the rights, privileges, interests, properties, immunities, disabilities, and duties in and of the Terminating LLC, as more particularly set forth in §608.4383, each of the four (4) members of the Terminating LLC will receive \$33,553.61, an amount equal to one-fourth (1/4) of the value of the Terminating LLC in a cash payment from the Surviving Company.

FIFTH: The management of the surviving limited liability company is as follows:

Management of Surviving Company. The management of the Surviving Company shall be vested in its members. The members of the Surviving Company are listed below with their respective addresses.

SIXTH:

Articles of Organization and Operating Agreement. The Articles of Organization and Operating Agreement of the Surviving Company, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Organization and the Operating Agreement of the Surviving Company immediately following the Effective Time and until further amended as permitted by law.

SEVENTH:

- (a) **Succession and Assignment.** This Plan of Merger shall be binding upon and inure to the benefit of the parties named herein and their respective successors and assigns.
- (b) **Amendments.** No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the parties hereto.
- (c) **Severability.** Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.
- (e) **Authorization.** The members of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

The parties hereto have executed this instrument as of the 9th day of March, 2005, as evidence that they agree, accept and adopt this Plan of Merger.

TERMINATING LLC:

CENTRAL FLORIDA CANCER INSTITUTE AT CLERMONT, LLC,
a Florida limited liability company

By:

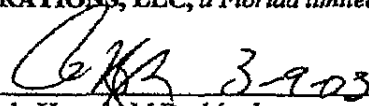


Randy Heysek, M.D., *Member*
(Authorized Signatory)

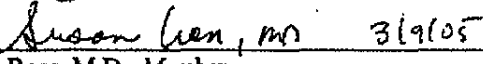
SURVIVING COMPANY:

HRS OPERATIONS, LLC, *a Florida limited liability company*

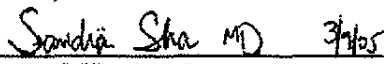
By:



Randy Heysek, M.D., *Member*
2 State Road 60 West
Lake Wales, Florida 33853



Susan Ross, M.D., *Member*
508 Golf Park Drive
Celebration, Florida 34747



Sandra Sha, M.D., *Member*
10198 Brandon Circle
Orlando, Florida 32836

being all of the Members of the Surviving Company.