L05000025166

Florida Department of State
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RECEIVED 05 APR 28 PM 3:39 DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

SI ACQUISITION, LLC

Certificate of Status	0
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Page Count	08
Estimated Charge	$87.50

166

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L05-2

EFFECTIVE DATE 4-28-05

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 Address	Jurisdiction	Entity Type
1. Sonologics, Inc. 2801 West Waters Avenue, Suite B-1 Tampa, Florida 33614	Florida	"S" corporation
Florida Document/Registration Number: P93000075206		FEI Number: 59-3210074
2. SI Acquisition, LLC 201 South Tryon Street, Suite 800 Charlotte, NC 28202	Florida	LLC
Florida Document/Registration Number: L05000025166		FEI Number: 06-1742745
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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(Attach additional sheet(s) if necessary)

CR2E080(9/02)

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EFFECTIVE DATE 4-28-05

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

Name and Street Address	Jurisdiction	Entity Type
SI Acquisition, LLC*	Florida	LLC
201 South Tryon Street, Suite 800		
Charlotte, NC 28202		

Florida Document/Registration Number: L05000025166 FEI Number: 06-1742745

*which will change its name to Sonologics, LLC as provided in the Plan of Merger.

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 partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

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

OR

11:59:59 p.m. on 4/28/05

(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
Sonologics, Inc.	[signature]	Rosanna Garrish, President
SI Acquisition, LLC	AHG Healthcare, LLC By:	E. Elliott Crutchfield, Manager of AHG Healthcare, LLC, which is the manager of SI Acquisition, LLC

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

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

OR

11:59:59 p.m. on: 4/28/05.

(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
Senologics, Inc.		Rosanna Garish, President
SI Acquisition, LLC	AMG Healthcare, LLC By: Manager	R. Elliott Crutchfield, Manager of AMG Healthcare, LLC, which is the manager of SI Acquisition, LLC

(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.

1.1 Merger of Company into and with Acquiror. Upon the terms and subject to the conditions set forth in this Plan of Merger, at the Effective Time (as defined in Section 1.3), Sonologics, Inc., a Florida corporation ("Company") shall be merged with and into SI Acquisition, LLC, a Florida limited liability company ("Acquiror"), and the separate existence of the Company shall cease. Acquiror will continue as the surviving entity in the Merger (the "Survivor"). The name of the Survivor shall be Sonologics, LLC.

1.2 Effect of the Merger. The Merger shall have the effects set forth in this Plan of Merger and in the applicable provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company shall vest in the Survivor, and all debts, liabilities and duties of the Company and Acquiror shall become the debts, liabilities and duties of the Survivor.

1.3 Closing; Effective Time. The consummation of the transactions contemplated by this Plan of Merger (the "Closing") shall take place at the offices of Womble Carlyle Sandridge & Rice, PLLC, One West Fourth Street, Winston-Salem, North Carolina, at 10:00 a.m. on the date hereof (the "Closing Date"). Articles of merger satisfying the applicable legal requirements (the "Articles of Merger") shall be duly executed by the Company and by Acquiror as the Survivor and delivered to the Secretary of State of Florida for filing. The Merger shall become effective upon the latest of: (a) the date and time of the filing of the Florida Articles of Merger with the Secretary of State of Florida, or (b) 11:59:59 p.m., Tampa, Florida time on the filing date (the "Effective Time").

1.4 Articles of Organization; Manager(s) and Officers. Unless otherwise determined by Acquiror prior to the Effective Time:

(a) the Articles of Organization of the Survivor shall be those of Acquiror as in effect immediately prior to the Effective Time, provided that the name of the Survivor shall be as provided in Section 1.1 above; and

(b) the manager and officers of the Survivor immediately after the Effective Time shall be the respective persons who are the manager and officers of Acquiror immediately prior to the Effective Time. AMG Healthcare, LLC shall be the sole member-manager of the Survivor and its address is 201 South Tryon Street, Suite 800, Charlotte, NC 28202.

1.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any further action on the part of Acquiror, the Company or any stockholder of the Company, any shares of Company common stock, no par value ("Company Common Stock") then held by the Company shall cease to exist, and no consideration shall be delivered in exchange therefor. Except as provided above, each share of Company Common Stock then outstanding shall be

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converted into the right to receive $3,500 in cash (the "Merger Consideration"). The membership interests in Acquiror then outstanding shall remain outstanding without change. There are no rights to acquire interests, shares, obligations or other securities of the Company or Acquiror outstanding.

1.6 Closing of the Company's Transfer Books. At the Effective Time: (a) all shares of Company Common Stock outstanding immediately prior to the Effective Time shall automatically be canceled and retired and shall cease to exist, and all holders of certificates representing shares of Company Common Stock that were outstanding immediately prior to the Effective Time shall cease to have any rights as stockholders of the Company; and (b) the stock transfer books of the Company shall be closed with respect to all shares of Company Common Stock outstanding immediately prior to the Effective Time. No further transfer of any such shares of Company Common Stock shall be made on such stock transfer books after the Effective Time. If, after the Effective Time, a valid certificate previously representing any shares of Company Common Stock (a "Company Stock Certificate") is presented to Survivor, such Company Stock Certificate shall be canceled and shall be exchanged as provided in this Section 1.6. At or following the Effective Time, Shareholder shall surrender the certificates representing her shares of Company Common Stock to Acquiror, together with all other documents, agreements or instruments that Acquiror reasonably may require in its sole discretion to establish that Shareholder is the lawful record owner of such shares of Company Common Stock, free and clear of all encumbrances. Upon receipt of such certificates and other items set forth in this Section 1.6 Acquiror shall promptly pay and deliver the Merger Consideration to Shareholder or as she may direct. Each of Acquiror and Survivor shall be entitled to deduct and withhold from any consideration payable or otherwise deliverable pursuant to this Plan of Merger such amounts as may be required to be deducted or withheld therefrom under the Internal Revenue Service Code of 1986, as amended (the "Code") or any provision of state, local or foreign tax law or under any other applicable law or regulation and to collect a Form W-9 from Shareholder. To the extent such amounts are so deducted or withheld, such amounts shall be treated for all purposes as having been paid to Shareholder.

1.7 Tax Consequences. For federal income tax purposes, the Merger shall be treated as a purchase of assets by Acquiror. The Merger Consideration shall be allocated for all purposes, including federal and state tax reporting purposes, among the Company's assets in accordance with the agreement of the Acquiror and Shareholder. Each of Acquiror and Shareholder acknowledges its or her understanding of the requirement under Section 1060 of the Code for the filing by each of Form 8594 for their respective tax years in which the Closing occurs.

1.8 Further Action. If, at any time after the Effective Time, any further action is determined by Acquiror to be necessary or desirable to carry out the purposes of this Agreement or to vest the Survivor with full right, title and possession of and to all rights and property of the Company, the officers and manager of the Survivor shall be fully authorized (in the name of the Company and otherwise) to take such action.

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4-27-05

The conformed signatures on these documents are incorrect. The name must be typed after the /s/ symbol.
Documents were filed to secure today's date, but suspended pending corrected copies.

Thank you,

Joseph Menna
Wilmington Night

4/28/05 FL Jennifer M: Florida State website down. Filing will be submitted tomorrow but will be backdated with today's date. Please call Tallahassee Fulfillment with questions.

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