

Division of Corporations

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MERGER OR SHARE EXCHANGE

PB ASSOCIATES, LLC

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**ARTICLES OF MERGER
OF
BREVARD PULMONARY ASSOCIATES, P.A.
INTO
PB ASSOCIATES, LLC**

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ARTICLES OF MERGER between BREVARD PULMONARY ASSOCIATES, P.A., a Florida corporation, and PB ASSOCIATES, LLC, a Florida limited liability company.

Pursuant to sections 607.1109 and 608.4382, Florida Statutes, PB Associates, LLC and Brevard Pulmonary Associates, P.A., adopt the following Articles of Merger.

ARTICLE I

The Agreement and Plan of Merger dated May 25, 2005, (the "Plan of Merger") between Brevard Pulmonary Associates, P.A. and PB Associates, LLC, was approved and adopted by the shareholders and directors of Brevard Pulmonary Associates, P.A., on May 25, 2005, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by the members of PB Associates, LLC, on May 25, 2005, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

ARTICLE II

Pursuant to the Plan of Merger, all issued and outstanding shares of Brevard Pulmonary Associates, P.A. stock will be acquired by means of a merger of Brevard Pulmonary Associates, P.A. into PB Associates, LLC, the surviving entity (the "Merger").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

ARTICLE IV

Pursuant to sections 607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the effective date of the Merger shall be the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the parties have set their hands this 25th day of May, 2005.

BREVARD PULMONARY
ASSOCIATES, P.A.

PB ASSOCIATES, LLC.

By: 

By: 

Print Name: PARVESH BANSAL

Print Name: PARVESH BANSAL

Title: PRESIDENT

Title: PRESIDENT

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
BREVARD PULMONARY ASSOCIATES, P.A.
INTO
PB ASSOCIATES, LLC**

THIS AGREEMENT AND PLAN OF MERGER is made this 25th day of May, 2005, by and between BREVARD PULMONARY ASSOCIATES, P.A., a Florida limited liability company, (the "Surviving Entity") and PB ASSOCIATES, LLC, a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Board of Directors of the Disappearing Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Managers of the Surviving Entity has determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity, on the terms and conditions herein set forth; and

WHEREAS, this Merger is being effected pursuant to this Plan and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Organization**. The Articles of Organization of the Surviving Entity, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

2. **Conversion of Shares**. Upon the Effective Date, each share of the Disappearing Entity's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) Unit of the Surviving Entity in accordance with this Plan. Each Unit of the Surviving Entity that is issued and outstanding on the Effective Date shall continue as an outstanding Unit of the Surviving Entity.

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3. **Satisfaction of Rights of the Disappearing Entity's Shareholders.** All Units of the Surviving Entity into which shares of the Disappearing Entity's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional Units of the Surviving Entity will not be issued.

5. **Management.** The Surviving Entity is a Florida limited liability company and management thereof is vested in one or more managers. The names and business addresses of such managers are as follows:

Parvesh K. Bansal, M.D.
1400 Pine Street
Melbourne, FL 32901

Radha S. Bansal
1400 Pine Street
Melbourne, FL 32901

6. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Entity shall cease, and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in sections 607.11101 and 608.4383 of the Florida Statutes.

7. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or the Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Entity and the Surviving Entity shall cause their respective authorized representatives to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Entity to the Florida Department of State. In accordance with sections 607.1109(1)(f) and 608.4382(1)(f) of the Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

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9. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Managers of the Surviving Entity, notwithstanding favorable action by the shareholders of the Disappearing Entity and the members of the Surviving Entity.

IN WITNESS WHEREOF, the parties have set their hands this 25th day of May, 2005.

PB ASSOCIATES, LLC.

By: [Signature]

Print Name: PARVESH BANSAI

Title: PRESIDENT

**BREVARD PULMONARY
ASSOCIATES, P.A.**

By: [Signature]

Print Name: PARVESH BANSAL

Title: PRESIDENT.

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