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EFFECTIVE DATE
12/31/09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 DEC 28 AM 10:12

FILED

N. Callahan

DEC 29 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GULFSIDE SURGICAL ASSOCIATES, PL

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

ALFRED W. TORRENCE, JR.

Contact Person

THORNTON & TORRENCE, P.A.

Firm/Company

6709 RIDGE ROAD, SUITE 106

Address

PORT RICHEY, FL 34668

City, State and Zip Code

ALFREDTORRENCE@THORNTONTORRENCE.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DEBORAH ROBINSON

Name of Contact Person

at (727)

845-6224

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

09 DEC 28 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Gulfside Surgical Associates, PL	FLORIDA	LLC L05-33014
Mendonca, Condon & Martin, PL	FLORIDA	LLC L05-65503
Martin, Condon & Mendonca, PL	FLORIDA	LLC L05-65505

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Gulfside Surgical Associates, PL	FLORIDA	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

12/31/2009

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

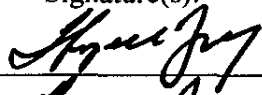
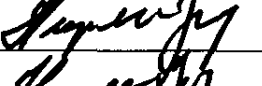
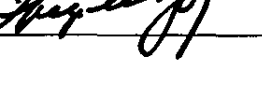
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Gulfside Surgical Associates, PL		Hugo L. Mendonca
Mendonca, Condon & Martin, PL		Hugo L. Mendonca
Martin, Condon & Mendonca, PL		Hugo L. Mendonca

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Gulfside Surgical Associates, PL	FLORIDA	LLC
Mendonca, Condon & Martin, PL	FLORIDA	LLC
Martin, Condon & Mendonca, PL	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Gulfside Surgical Associates, PL	FLORIDA	LLC

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

See attached Exhibit.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Exhibit.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

The Operating Agreement of the Surviving Company in effect at the time the Merger
becomes effective shall be and remain the Operating Agreement of te Surviving
Company until the same shall be altered, amended or repealed.

(Attach additional sheet if necessary)

PLAN OF MERGER
GULFSIDE SURGICAL ASSOCIATES, PL
Additional Sheets

THIRD:

Upon the Merger becoming effective, the separate existence of the Merging Companies shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Companies, on whatever account and other chooses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Company, and shall be thereafter as effectively the property of the Surviving Company as they were of the Merging Companies, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Companies shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company; all rights of creditors and all liens upon the property of any of the Constituent Companies shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Companies shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

FOURTH A:

MANNER OF CONVERTING SHARES

The manner of converting member interests of the Constituent Companies upon the Merger becoming effective shall be as follows:

A. Each member's interest in a Merging Company's ownership outstanding at the time of the effective date of the merger shall be canceled.

B. No further member interests of the Surviving Company will be issued due to the commonality of ownership between the Merging Companies and the Surviving Company.

C. There are no interests in any Company which are not member interests.

**SPECIAL ACTION
OF SOLE MEMBER OF
MENDONCA, CONDON & MARTIN, PL**

The undersigned, constituting the sole member of **MENDONCA, CONDON & MARTIN, PL** a Florida limited liability company (the "Company"), acting without meeting pursuant to the Operating Agreement of the Company hereby consents to and unanimously adopts the following preambles, resolutions and actions:

(1) RESOLVED, that this Consent shall be in lieu of the special meeting of the members for the Company.

(2) RESOLVED, that the sole member of the Company does hereby agree, consent to, adopt and order the following special Company action:

A. The undersigned do hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.


B. The special matter considered by the member concerns the adoption of the Certificate and Plan of Merger. After much discussion, the following resolution was adopted:

RESOLVED, that the Certificate of Merger and Plan of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED, that the proper officers of the Company are hereby empowered, authorized and directed to take all such action and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Certificate and Plan of Merger.

(3) RESOLVED, that the special action contained herein was approved on the 22 day of December, 2009, and shall be effective as of the 31st day of December, 2009.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Special Company Action for the purpose of giving his consent thereto.



Hugo L. Mendonca

**SPECIAL ACTION
OF SOLE MEMBER OF
MARTIN, CONDON & MENDONCA, PL**

The undersigned, constituting the sole member of **MARTIN, CONDON & MENDONCA, PL** a Florida limited liability company (the "Company"), acting without meeting pursuant to the Operating Agreement of the Company hereby consents to and unanimously adopts the following preambles, resolutions and actions:

(1) RESOLVED, that this Consent shall be in lieu of the special meeting of the members for the Company.

(2) RESOLVED, that the sole member of the Company does hereby agree, consent to, adopt and order the following special Company action:

A. The undersigned do hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.


B. The special matter considered by the member concerns the adoption of the Certificate and Plan of Merger. After much discussion, the following resolution was adopted:

RESOLVED, that the Certificate of Merger and Plan of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED, that Hugo L. Mendonca is hereby empowered, authorized and directed to take all such action and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Certificate and Plan of Merger.

(3) RESOLVED, that the special action contained herein was approved on the 22 day of December, 2009, and shall be effective as of the 31st day of December, 2009.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Special Company Action for the purpose of giving his consent thereto.



Hugo L. Mendonca

**SPECIAL ACTION
OF SOLE MEMBER OF
GULFSIDE SURGICAL ASSOCIATES. PL**

The undersigned, constituting the sole member of **GULFSIDE SURGICAL ASSOCIATES. PL** a Florida limited liability company (the "Company"), acting without meeting pursuant to the Operating Agreement of the Company hereby consents to and unanimously adopts the following preambles, resolutions and actions:

(1) RESOLVED, that this Consent shall be in lieu of the special meeting of the members for the Company.

(2) RESOLVED, that the sole member of the Company does hereby agree, consent to, adopt and order the following special Company action:

A. The undersigned do hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

B. The special matter considered by the member concerns the adoption of the Certificate and Plan of Merger. After much discussion, the following resolution was adopted:

RESOLVED, that the Certificate of Merger and Plan of Merger presented at the meeting was and is hereby adopted and ratified, a copy of which is attached hereto; and

FURTHER RESOLVED, that Hugo L. Mendonca is hereby empowered, authorized and directed to take all such action and execute all such documents as may be necessary or advisable to effectuate all transactions contemplated by the Certificate and Plan of Merger.

(3) RESOLVED, that the special action contained herein was approved on the 22 day of December, 2009, and shall be effective as of the 31st day of December, 2009.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Special Corporate Action for the purpose of giving his consent thereto.



Hugo L. Mendonca

FILED
09 DEC 28 AM 10:12
CLERK OF STATE
TALLAHASSEE, FLORIDA