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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Merger of OHSS of Florida, Inc., a Florida corporation into OHSS Acquisition, LLC, a Florida limited liability company

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

D. W. LATIMORE, JR.

(Name of Person)

D. W. LATIMORE, JR., P.C.

(Firm/Company)

3355 LENOX ROAD, SUITE 1150

(Address)

ATLANTA, GA 30326

(City/State and Zip Code)

For further information concerning this matter, please call:

D. W. LATIMORE, JR.

(Name of Person)

at ( 404 ) 264-9100

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

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## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. OHSS OF FLORIDA, INC. 356 CROTON DRIVE MAITLAND FL 32751	FLORIDA	CORPORATION

Florida Document/Registration Number: PO5000001429 FEI Number: 20-2059194

2. OHSS ACQUISITION, LLC 356 CROTON DR. MAITLAND, FL 32751	FLORIDA	Limited Liability Co
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Florida Document/Registration Number: LO5000070344 FEI Number: 20-2687835

3.		

Florida Document/Registration Number: FEI Number:

4.		

Florida Document/Registration Number: FEI Number:

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OHSS ACQUISITION, LLC	FLORIDA	Limited Liability Co
356 CROTON DR.		
MAITLAND, FL 32751		

Florida Document/Registration Number: LO5000070344 FEI Number: 20-2687835

**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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**NINTH:** The merger shall become effective as of:

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

OR

(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

OHSS OF FLORIDA, INC.

Alan G. Alvarni

ALAN A. ALLISON, PRESIDENT

OHSS ACQUISITION, LLC

Alan R. Alpert

ALAN A. ALLISON, PRESIDENT OF  
OHSS HOLDINGS, INC. (sole

Member of CHSS ACQUISITION, LLC)

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*(Attach additional sheet(s) if necessary)*

**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

**PLAN OF MERGER OF  
OHSS OF FLORIDA, INC.  
INTO  
OHSS ACQUISITION, LLC**

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The following plan of merger was adopted by the Board of Directors and the Sole Shareholder of OHSS OF FLORIDA, INC., a Florida corporation, on July 12, 2005, and by the Sole Member of OHSS ACQUISITION, LLC, a Florida limited liability company, on July 12, 2005.

1. Names of Merging Entities

The name of the merging corporation is OHSS of FLORIDA, INC., a Florida corporation. The name of the merging limited liability company is OHSS ACQUISITION, LCC, a Florida limited liability company. The surviving entity of the merger will be OHSS ACQUISITION, LLC, a Florida limited liability company.

2. Terms and Conditions of Merger

(a) On the effective date of the merger, which will be the date the merger is filed with the Secretary of State of Florida, the sole shareholder of the merging corporation will exchange all of the issued and outstanding shares of the merging corporation for membership interests in the merging limited liability company, which will be the surviving entity.

(b) The surviving entity will be responsible for all debts, liabilities, and obligations of the merging corporation.

(c) All assets of the merging corporation will be assets of the surviving entity.

(d) The surviving entity will be managed by one or more managers to be named by the Membership of the surviving entity. The initial Manager will be Alan A. Allison.

(e) The registered office and agent of the merging limited liability company will be the registered office and agent of the

surviving entity. Initially such registered office shall be 356 Croton Drive, Maitland, Florida 32751, where its registered agent shall be Diana Mitchell.

(f) The governing documents of the merging limited liability company, that is, its Articles of Organization and its Operating Agreement, shall be the governing documents of the surviving entity.

(g) After the completion of the merger, the surviving entity shall change its name to OHSS of Florida, LLC.

3. Manner and Basis of Converting Shares of Merging Corporation Into Membership Interests in Merging Limited Liability Company; Conversion of Rights to Acquire Shares of Merging Corporation

(a) There are one thousand (1000) issued and outstanding shares of the merging corporation held by a single shareholder. Each such share shall be exchanged for a five one hundredth percent (.05%) membership interest in the merging limited liability company. After such exchange, the former shareholder of the merging company will hold a fifty percent (50%) membership interest in the surviving entity, and the Initial Member of the merging limited liability company will hold a fifty percent (50%) Membership interest in the surviving entity.

(b) There are no outstanding rights to acquire any shares of the merging corporation.

4. Management of Surviving Entity

The management of the surviving entity, that is, the merging limited liability company, is vested in one or more Managers. The name and business address of the initial Manager is:

Alan A. Allison  
356 Croton Drive  
Maitland, Florida 32751

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