

LD5000078552

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*Law Offices of
Jeffrey R. Eisensmith, P.A.*

ONE FINANCIAL PLAZA
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TELEPHONE (954) 523-7601
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September 12, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger of General Practice Associates, P.A. into General Practice Associates, LLC

Dear Sir or Madam:

Enclosed please find original Articles of Merger and Plan of Merger with regards to the captioned matter, along with our check in the amount of \$60.00 representing the filing fee for said Merger.

Please contact this office should you require anything further and we would appreciate your forwarding an acknowledgment of the Merger to this office.

Very truly yours,


JEFFREY R. EISENSMITH

JRE:lm
Encl.

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.

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

<u>Name:</u>	<u>Jurisdiction:</u>
General Practice Associates, P.A.	Florida
600198	

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

<u>Name:</u>	<u>Jurisdiction:</u>
General Practice Associates, LLC	Florida
LD5000078552	

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

Approval of the plan of merger and articles of merger by the shareholders of the merging party and approval of the plan of merger and articles of merger by the Members of the surviving party.

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

The following shareholders of the merging party shall receive the interest of the surviving party as set forth below:

Shareholder	Shares of General Practice Associates, P.A.	Percentage of Membership Interest in General Practice Associates, LLC
1. Mark Lazar	36	36%
2. Mario Werbin	36	36%
3. Monica Coronel	28	28%

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B. The rights to acquire interests, shares, obligations or other securities of the surviving entity shall be the same as was the rights to acquire interests, shares, obligations or other securities of the merged party.

FIFTH: A limited liability company will be the surviving entity, the name(s) and address(es) of the manager(s) managing members of the surviving entity are as follows:

Managing Member

Address:

Mark Lazar

10436 Bermuda Drive
Cooper City, Florida 33026

Mario Werbin

8251 SW 57th Street
Davie, FL 33328

Monica Coronel

420 SW 28 Road
Miami, FL 33029

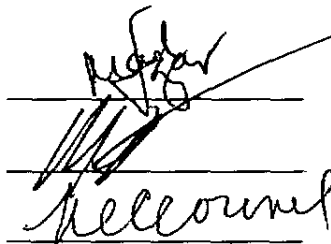
SIXTH: Signatures for each party:

Name of Entity

Signature(s)

Typed or Printed Name of
Individual

General Practice Associates,
LLC



Mark Lazar

Mario Werbin

Monica Coronel

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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>
General Practice Associates, P.A. 3301 Johnson Street Hollywood, Florida 33021	Florida	Florida corporation

Florida Document Number: 600198 FEI Number: 59-1011403

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
General Practice Associates, LLC 3301 Johnson Street Hollywood, Florida 33021	Florida	Limited Liability Co.

Florida Document Number: L05000078552 FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608438, 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: The attached Plan of Merger was approved and all entities which are parties to this merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: 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.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filled with Florida Department of State.

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SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

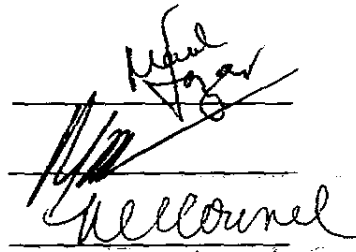
EIGHTH: Signatures for each party:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

General Practice Associates,
P.A.

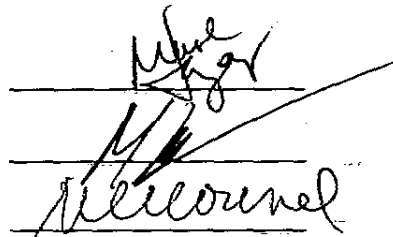


Mark Lazar

Mario Werbin

Monica Coronel

General Practice Associates,
LLC



Mark Lazar

Mario Werbin

Monica Coronel

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