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TALLAHASSEE, FLORIDA

SEP 28 2005

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BARS. CERTIFIED FAMILY &
COUNTY COURT MEDIATOR
KRISTA@EMSATTORNEYS.COM

September 14, 2005

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed Articles of Merger for R & B Medical, LLC along with a check in the amount of \$60 for the filing fees. Please file and return the Articles to my office.

If you have any questions, please do not hesitate to call.

Sincerely,



Eric M. Sauerberg
EMS/mp

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TALLAHASSEE, FLORIDA

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. R & B Medical, Inc 7000 Hampton Center, Suite G Morgantown, WV 26505	West Virginia	Corporation
Florida Document/Registration Number: _____		FEI Number: <u>55-0757287</u>
2. R & B Medical, LLC 12267 Channel Drive North Palm Beach, FL 33408	Florida	Limited Liability Compar
Florida Document/Registration Number: <u>L05000084104</u>		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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>
R & B Medical, LLC	Florida	Limited Liability Company
12267 Channel Drive		
North Palm Beach, FL 33408		

Florida Document/Registration Number: L05000084104

FEI Number: _____

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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OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

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>
R & B Medical, Inc.	West Virginia
R & B Medical, LLC	Florida

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TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
R & B Medical, LLC	Florida

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

R & B Medical, Inc., a West Virginia Corporation, is owned by T. Bradley Harris. R & B Medical, LLC, a Florida limited liability company, is owned by T. Bradley Harris. Ownership of the surviving entity (R & B Medical, LLC) will remain the same. The surviving entity (R & B Medical, LLC) will retain the FEI Number from the Corporation.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

One share of Corporate interest is being converted into one unit of Limited Liability Company interest. The sole owner has the same interest in both entities to the merger, owner percentage will remain equal after the merger.

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

All rights to acquire interests of the merged parties are subject to the consent of all owners. The rights to acquire interest for both merged parties were the same prior to the merger and remain unchanged after the merger.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

T. Bradley Harris - 12267 Channel Drive, North Palm Beach, Florida 33408

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)