

OCT-02-2007 TUE 04:43 PM BEGGS & LANE

FAX NO. 8504893331

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : BEGGS & LANE
Account Number : E20020000155
Phone : (850) 432-2451
Fax Number : (850) 469-3331

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ALFRED H. BREWS FOUNDATION FOR RESEARCH & EDUCATION, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.73

20.00

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ANDREWS FOUNDATION FOR RESEARCH & EDUCATION, LLC
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

WILLIAM H. MITCHEM

(Contact Person)

BEGGS & LANE, RLLP

(Firm/Company)

P.O. BOX 12950

(Address)

PENSACOLA, FLORIDA 32591-2950

(City, State and Zip Code)

For further information concerning this matter, please call:

WILLIAM H. MITCHEM

(Name of Contact Person)

at (850) 469-3318

(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

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**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>
AIMP PH, LLC	Florida	limited liability company

LO7-96723

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>
Andrews Foundation for Research & Education, LLC	Florida	limited liability company

LOS-116247

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.

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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:

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 entitled 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: N/A

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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:
AIMP PH, LLC		Joseph G. Felkner Manager/Rep of Member
Andrews Foundation for Research & Education, LLC		Joseph G. Felkner Manager/Rep of Member

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

Fees:

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

Certified Copy (optional): \$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>
AIMP PH, LLC ("Merging Entity")	Florida	limited liability company

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>
Andrews Foundation for Research & Education, LLC ("Surviving Entity")	Florida	limited liability company

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

1. The Constituent Entities shall be a single entity, which shall be Andrews Foundation for Research & Education, LLC, the entity designated herein as the Surviving Entity.
2. The separate existence of AIMP PH, LLC shall cease.
3. The Surviving Entity shall thereupon and thereafter continue to possess all of the rights, privileges, powers and franchises as more particularly set forth in its Articles of Organization, its Operating Agreement, and applicable Florida law. All property, real, personal

(Attach additional sheet if necessary)

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PLAN OF MERGER – (Continued)**THIRD: – (Continued)**

....and mixed, and all debts due to either Constituent Entity on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Entity shall be vested in the Surviving Entity; and all property, rights powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either Constituent Entity shall not revert or be in any way impaired by reason of the merger.

FOURTH: The board of directors/managers of the Surviving Entity, as it exists on the Effective Date, will continue to govern the Surviving Entity post merger.

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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:

None of the membership interests of the Merging Entity shall convert
into membership interests of the Surviving Entity. In lieu of a
conversion of its membership interests and in consideration of its
agreement to merge the Merging Entity into the Surviving Entity,
the Surviving Entity will compensate Andrews Institute Medical Park,
LLC ("AIMP"), the sole member of the Merging Entity, as more
particularly set forth in that certain Purchase & Sale Agreement of
even date by and between AIMP and the Surviving Entity.

(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:

NONE - N/A

(Attach additional sheet if necessary)

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

NONE - N/A

(Attach additional sheet if necessary)

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

NONE - N/A

(Attach additional sheet if necessary)

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