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(Requestor's Name)

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(City/State/Zip/Phone #)

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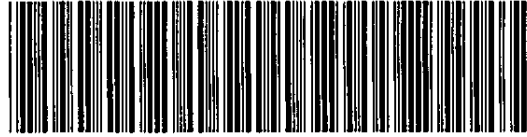
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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JUL 3 2012

T. HAMPTON

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MedExpress Urgent Care of Boynton Beach, 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:

Harry M. Rubenstein, General Counsel

Contact Person

MedExpress Urgent Care

Firm/Company

1751 Earl Core Road

Address

Morgantown, WV 26505

City, State and Zip Code

hrubenstein@medexpress.com

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

For further information concerning this matter, please call:

Harry M. Rubenstein, Esquire

Name of Contact Person

at ( 304 )

282-2834

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



Harry M. Rubenstein  
(304) 985-6161  
[hrubenstein@medexpress.com](mailto:h rubenstein@medexpress.com)

June 26, 2012

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

Re: MedExpress Urgent Care of Boynton Beach, LLC  
MedExpress Urgent Care of Palm Beach Gardens, LLC  
MedExpress Urgent Care of Coral Springs, LLC  
MedExpress Urgent Care of West Boca Raton, LLC  
MedExpress Urgent Care, LLC

Dear Sir/Madam:

I enclose for filing an original Cover Letter and Certificate of Merger between the above-referenced companies. I also enclose a check in the amount of \$155.00 to pay the filing fee associated with these documents. Please file the Certificate of Merger at your earliest convenience and return to me a certified copy of the same.

Please call me at (304) 282-2834 if you have any questions concerning my request. Thank you.

Very truly yours,

A handwritten signature in black ink that reads "Harry M. Rubenstein". The signature is written in a cursive style with a large, stylized "H" and "R".

Harry M. Rubenstein

HMR/srs  
Enclosures

**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>
MedExpress Urgent Care of Palm Beach Gardens, LLC	Florida	LLC - 106-48951
MedExpress Urgent Care of Coral Springs, LLC	Florida	LLC - 107-21873
MedExpress Urgent Care of West Boca Raton, LLC	Florida	LLC - 107-55504
MedExpress Urgent Care, LLC	Florida	LLC - 105-121403

**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>
MedExpress Urgent Care of Boynton Beach, LLC	Florida	LLC - 105-121404

**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:

7-1-12

**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:

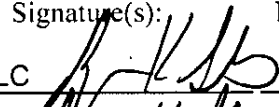
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

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:
MedExpress Urgent Care of Palm Beach Gardens, LLC		Bryan Stuchell, MD
MedExpress Urgent Care of Coral Springs, LLC		Bryan Stuchell, MD
MedExpress Urgent Care of West Boca Raton, LLC		Bryan Stuchell, MD
MedExpress Urgent Care, LLC		Bryan Stuchell, MD
MedExpress Urgent Care of Boynton Beach, LLC		Frank W. Alderman, MD

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$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>
MedExpress Urgent Care of Palm Beach Gardens, LLC	Florida	LLC
MedExpress Urgent Care of Coral Springs, LLC	Florida	LLC
MedExpress Urgent Care of West Boca Raton, LLC	Florida	LLC
MedExpress Urgent Care, LLC	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>
MedExpress Urgent Care of Boynton Beach, LLC	Florida	LLC

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

The name of the surviving limited liability company is MedExpress Urgent Care of Boynton Beach, LLC. The name of the businesses being merged into this surviving limited liability company are MedExpress Urgent Care of Palm Beach Gardens, LLC; MedExpress Urgent Care of Coral Springs, LLC; MedExpress Urgent Care of West Boca Raton, LLC; and MedExpress Urgent Care, LLC, all of which are Florida limited liability companies.

*(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:

That all property owned by each of the merging parties will vest in the surviving  
party, MedExpress Urgent Care of Boynton Beach, LLC. All debts and obligations  
of each merging party will become the responsibility of the surviving party,  
MedExpress Urgent Care of Boynton Beach, LLC. Upon the effective date,  
July 1, 2012, the separate legal existence of the merging parties will terminate and  
the membership interests in the merging parties will be cancelled.

*(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:

N/A (see 4A above)

*(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:

N/A

*(Attach additional sheet if necessary)*

**STATE OF FLORIDA  
STATEMENT OF MERGER**

**MEDEXPRESS URGENT CARE OF PALM BEACH GARDENS, LLC,  
MEDEXPRESS URGENT CARE OF CORAL SPRINGS, LLC,  
MEDEXPRESS URGENT CARE OF WEST BOCA RATON, LLC,  
MEDEXPRESS URGENT CARE, LLC  
Florida limited liability companies**

**INTO**

**MEDEXPRESS URGENT CARE OF BOYNTON BEACH, LLC,  
a Florida limited liability company**

Pursuant to the Florida Statutes, the above-referenced companies hereby file this Statement of Merger.

**First:** The name of the surviving limited liability company is MedExpress Urgent Care of Boynton Beach, LLC, a Florida limited liability company.

**Second:** The name of the businesses being merged into this surviving limited liability company are MedExpress Urgent Care of Palm Beach Gardens, LLC, MedExpress Urgent Care of Coral Springs, LLC, MedExpress Urgent Care of West Boca Raton, LLC, and MedExpress Urgent Care, LLC, all of which are Florida limited liability companies.

**Third:** An agreement of merger has been approved and executed by all of the companies.

**Fourth:** The executed agreement of merger is on file at 7593 Boynton Beach Blvd., Suite 190, Boynton Beach, FL 33437, the principal place of business of MedExpress Urgent Care of Boynton Beach, LLC, the surviving Florida limited liability company.

**Fifth:** A copy of the agreement of merger will be furnished by MedExpress Urgent Care of Boynton Beach, LLC, on request, without cost, to any member of any of the companies.


**Sixth:** The merger shall be effective on the 1<sup>st</sup> day of July, 2012, at 12:00 a.m.

IN WITNESS WHEREOF, the above-referenced companies have caused this Statement of Merger to be signed by an authorized person effective the 1<sup>st</sup> day of July, 2012.


[SIGNATURE PAGE FOLLOWS]

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**MEDEXPRESS URGENT CARE OF PALM BEACH GARDENS, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

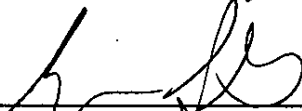
**MEDEXPRESS URGENT CARE OF CORAL SPRINGS, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member


**MEDEXPRESS URGENT CARE OF WEST BOCA RATON, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

**MEDEXPRESS URGENT CARE, LLC**  
a Florida limited liability company.

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

**MEDEXPRESS URGENT CARE OF BOYNTON BEACH, LLC**  
a Florida limited liability company

By:   
Name: Frank W. Alderman, M.D.  
Title: CEO/Treasurer

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## **AGREEMENT AND PLAN OF MERGER**

Pursuant to the Florida Statutes, the undersigned hereby adopt the following Agreement and Plan of Merger ("Agreement").

WHEREAS, MedExpress Urgent Care of Palm Beach Gardens, LLC, is a Florida limited liability company with a principal place of business at 4520 Donald Ross Road, Palm Beach Gardens, FL 33418; MedExpress Urgent Care of Coral Springs, LLC, is a Florida limited liability company with a principal place of business at 1809 N. University Drive, Coral Springs, FL 33071; MedExpress Urgent Care of West Boca Raton, LLC, is a Florida limited liability company with a principal place of business at 19090 State Road 7, Boca Raton, FL 33498 and MedExpress Urgent Care, LLC, a Florida limited liability company with a principal place of business at 1021 N. State Road 7, Royal Palm Beach, FL 33411 (collectively "Florida East"); and

WHEREAS, the companies of Florida East are each a wholly-owned subsidiary of MedExpress Development, LLC; and

WHEREAS, MedExpress Urgent Care of Boynton Beach, LLC, is a Florida limited liability company with a principal place of business at 7593 Boynton Beach Blvd., Suite 190, Boynton Beach, FL 33437 ("MedExpress"); and

WHEREAS, MedExpress is also a wholly-owned subsidiary of MedExpress Development, LLC; and

WHEREAS, MedExpress Development, LLC, wishes to merge all of the companies of Florida East into MedExpress pursuant to the provisions of the Florida Statutes; and

WHEREAS, the sole Member of MedExpress Development, LLC and the companies of Florida East has executed and adopted a resolution authorizing the merger of all of the referenced companies into MedExpress Urgent Care of Boynton Beach, LLC.

NOW, THEREFORE, BE IT RESOLVED that all of the referenced companies will be merged with and into MedExpress Urgent Care of Boynton Beach, LLC pursuant to the provisions of the Florida Statutes, and MedExpress Urgent Care of Boynton Beach, LLC shall be the surviving entity of the merger.

BE IT FURTHER RESOLVED that all of the companies will execute and file a "Statement of Merger" with the Secretary of State of the State of Florida and any other documents necessary or appropriate for the merger, including, but not limited to, any documents required to transfer assets, liabilities, or contractual responsibilities of all of the companies of Florida East to MedExpress Urgent Care of Boynton Beach, LLC.

BE IT FURTHER RESOLVED that the merger will be effective on the 1st day of June 2012.

BE IT FURTHER RESOLVED that upon the effective date of the merger, the separate legal existence of MedExpress Urgent Care of Palm Beach Gardens, LLC; MedExpress Urgent Care of Coral Springs, LLC; MedExpress Urgent Care of West Boca Raton, LLC, and MedExpress Urgent Care, LLC, will terminate, and the membership interests in MedExpress Urgent Care of Palm Beach Gardens, LLC; MedExpress Urgent Care of Coral Springs, LLC; MedExpress Urgent Care of West Boca Raton, LLC and MedExpress Urgent Care, LLC, will be cancelled.

BE IT FURTHER RESOLVED that all property owned by each company of Florida East will vest in MedExpress Urgent Care of Boynton Beach, LLC on the effective date of the merger.

BE IT FURTHER RESOLVED that all debts, liabilities, and other obligations of each company of Florida East will become obligations of MedExpress Urgent Care of Boynton Beach, LLC on the effective date of the merger.

BE IT FURTHER RESOLVED that, except as prohibited by law, all the rights, privileges, immunities, powers, and purposes of all of the companies of Florida East will vest in MedExpress Urgent Care of Boynton Beach, LLC on the effective date of the merger.


BE IT FURTHER RESOLVED that it is not necessary to amend the organizational documents of MedExpress Urgent Care of Boynton Beach, LLC as a result of the merger.

This plan of merger is dated and effective as of the 1<sup>st</sup> day of July, 2012.


[SIGNATURE PAGE FOLLOWS]

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**MEDEXPRESS URGENT CARE OF PALM BEACH GARDENS, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member


**MEDEXPRESS URGENT CARE OF CORAL SPRINGS, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

**MEDEXPRESS URGENT CARE OF WEST BOCA RATON, LLC**  
a Florida limited liability company

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

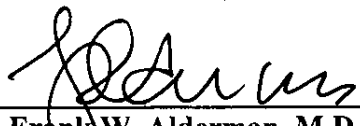
**MEDEXPRESS URGENT CARE, LLC**  
a Florida limited liability company.

By:   
Name: Bryan Stuchell, M.D.  
Title: Managing Member

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DIVISION OF CORPORATE FILINGS  
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**MEDEXPRESS URGENT CARE OF BOYNTON BEACH, LLC**  
a Florida limited liability company

By: \_\_\_\_\_



Name: Frank W. Alderman, M.D.

Title: CEO/Treasurer

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