

Division of Corporations

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

HMW, LLC

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**ARTICLES OF MERGER  
OF DOMESTIC GENERAL PARTNERSHIP  
AND DOMESTIC LIMITED LIABILITY COMPANY**

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Pursuant to the provisions of Section 620.8918 of the Florida Revised Uniform Partnership Act and Section 608.4382 of the Florida Limited Liability Company Act, the undersigned general partnership and limited liability company, HMW Partnership, a Florida general partnership, and HMW, LLC, a Florida limited liability company, adopt the following Articles of Merger for the purpose of merging HMW Partnership, a Florida general partnership, into HMW, LLC, a Florida limited liability company.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of HMW Partnership, a Florida general partnership, into HMW, LLC, a Florida limited liability company, is attached to these Articles as Exhibit "A" hereto and is specifically incorporated herein by reference.

**Adoption and Approval of Plan**

2. The Partners of HMW Partnership, a Florida general partnership, voted in favor of the Plan of Merger, at a special meeting of the Partners of HMW Partnership, a Florida general partnership, held on October 31, 2006, in accordance with applicable Florida law.

3. The Members of HMW, LLC, a Florida limited liability company voted in favor of the Plan of Merger, at a special meeting of the Members of HMW, LLC, a Florida limited liability company, held on October 31, 2006, in accordance with applicable Florida law.

**Effective Date**

4. The Plan of Merger shall be effective at 12:01 a.m. on November 1, 2006, or upon the filing of these Articles of Merger with the Secretary of State of Florida, together with

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evidence of their adoption as required by law, if the Articles of Merger are filed subsequent to November 1, 2006.

#### Florida Law

5. The laws of the State of Florida, the jurisdiction of organization of both HMW Partnership, a Florida general partnership, and HMW, LLC, a Florida limited liability company, permit the merger contemplated by the Agreement and Plan of Merger, and the laws of the State of Florida have been complied with or, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Florida, will have been complied with.

#### Surviving Entity

6. The surviving entity will be of HMW, LLC, a Florida Limited Liability Company (the "Surviving Company"), 681 Goodlette Road North, Suite 130, Naples, FL 34102, Florida. Document/Registration Number L06000097899, FEI Number: 20-5808692

#### Governing Documents

7. The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger. The Operating Agreement following the merger shall be the Operating Agreement for the Surviving Company and no changes are necessitated by the contemplated merger.

#### Plan of Merger

8. The articles of merger or consolidation shall be executed by both the general partnership and the limited liability company or other entity that is a party to the merger or consolidation. The Surviving Company shall file the articles of merger or consolidation with the Secretary of the State in the manner provided for in Section 608.4382 as a condition of the effectiveness of the merger or consolidation.

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IN WITNESS WHEREOF, each of the undersigned general partnership and limited liability company has caused these Articles to be signed October 31, 2006.

**SURVIVING COMPANY:**

HMW, LLC,  
A Florida Limited Liability Company

  
\_\_\_\_\_  
KEITH P. HUSSEY, M.D.,  
As Member and Manager

  
\_\_\_\_\_  
STEVEN A. MECKSTROTH, M.D.,  
As Member and Manager

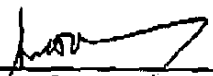
  
\_\_\_\_\_  
SCOTT L. WIESEN, M.D.  
As Member and Manager

**MERGING PARTNERSHIP:**

HMW Partnership,  
A Florida General Partnership

  
\_\_\_\_\_  
KEITH P. HUSSEY, M.D.,  
Partner

  
\_\_\_\_\_  
STEVEN A. MECKSTROTH, M.D.,  
Partner

  
\_\_\_\_\_  
SCOTT L. WIESEN, M.D.  
Partner

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN HMW PARTNERSHIP AND HMW, LLC**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Limited Liability Company Act and the Florida Revised Uniform Partnership Act as of the 31 day of October, 2006, between HMW, LLC, a Florida Limited Liability Company (hereafter referred to as the "Surviving Company"), and HMW Partnership, a Florida General Partnership (hereafter referred to as the "Merging Partnership"), both having their principal offices at 681 Goodlette Road North, Suite 130, Naples, FL 34102.

**RECITALS**

WHEREAS, all of the Members of the Surviving Company and Partners of the Merging Partnership have waived notice of special meetings of their respective companies as permitted by Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

WHEREAS, the Members of the Surviving Company deem it desirable and in the best interests of Surviving Company and its Members to enter into and approve this Agreement;

WHEREAS, the Members of the Surviving Company have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Company;

WHEREAS, the Partners of the Merging Partnership deem it desirable and in the best interests of the Merging Partnership and its Partners to enter into and approve this Agreement; and

WHEREAS, the Partners of the Merging Partnership have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Partnership;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Partnership agree as follows:

1. **Merger of the Companies.**

In accordance with and pursuant to Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act and Sections 620.8916 through 620.8919 of the Florida Revised Uniform Partnership Act, the Merging Partnership shall be merged into the Surviving Company.

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The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the partnership interests of the Merging Partnership into membership units or other securities of the Surviving Company as hereinafter set forth.

## 2. Units to be Merged.

2.1 The total partnership interest which the Merging Partnership is authorized to issue is One Hundred Percent (100%) partnership interest. One Hundred Percent (100%) of the interests are issued and outstanding.

2.2 The total number of membership units which the Surviving Company is authorized to issue is One Thousand (1,000) membership units. One Hundred Percent (100%) of the authorized units are issued and outstanding.

2.3 The identity of members and their relative percentage ownership of the Surviving Company and the Merging Partnership prior to the merger are as follows.

### **SURVIVING COMPANY**

<u>Member</u>	<u>Percentage of Interest</u>
Keith P. Hussey, M.D.	33.333% (held as tenants by the entirety with Joanne M. Hussey, for creditor protection purposes only)

Steven A. Meckstroth, M.D.	33.333%
----------------------------	---------

Scott L. Wiesen, M.D.	33.333%
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### **MERGING PARTNERSHIP**

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
Keith P. Hussey, M.D.	333.333	33.333%
Steven A. Meckstroth, M.D.	333.333	33.333%
Scott L. Wiesen, M.D.	333.333	33.333%

## 3. Method of Converting Units.

3.1 The manner and basis of converting the outstanding interests of each company into interests of the Surviving Company are as follows:

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(a) A thirty-three and one-third percent (33.333%) interest in the Merging Partnership as it exists immediately prior to the merger will become a sixteen and two-thirds percent (16.666%) interest in the Surviving Company on the effective date of the merger.

(b) A thirty-three and one-third percent (33.333%) interest in the Surviving Company as it exists immediately prior to the merger will become a sixteen and two-thirds percent (16.666%) interest in the Surviving Company on the effective date of the merger.

4. Surviving Entity.

When this agreement shall become effective, the separate corporate existence of the Merging Partnership shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Partnership, and shall be subject to all the debts and liabilities of the Merging Partnership in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

5. Merger Permitted Under the Laws of Florida.

This merger is permitted under the relevant provisions of the Florida Limited Liability Company Act and the Florida Revised Uniform Partnership Act.

6. Name of Surviving Company.

The Surviving Company shall be "HMW, LLC," a Florida Limited Liability Company."

7. Effective Date of Merger.

The effective date of the merger shall be 12:01 a.m. on November 1, 2006, or upon the filing of the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, if the Articles of Merger are filed subsequent to November 1, 2006. ("Effective Date").

8. Principal Office.

The principal office of the Surviving Company shall remain 681 Goodlette Road North, Suite 130, Naples, FL 34102, following this merger.

9. Name and Address of the Manager.

Management of the Surviving Company shall be vested in its members. The name and address of the initial Members and Managers following the merger are:

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ManagerAddress

Keith P. Hussey, M.D.

681 Goodlette Road North  
Suite 130  
Naples, FL 34102

Steven A. Meckstroth, M.D.

1656 Medical Blvd., Ste 301  
Naples, FL 34110

Scott L. Wiesen, M.D.

150 Tamiami Trail N., Ste 2  
Naples, FL 3394010. Distributions Prior to Merger.

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its members.

11. Extraordinary Transactions.

Neither company shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. Submission to Members and Partners; Effective Date.

This Agreement has been submitted to the Members of the Surviving Company and Partners of the Merging Partnership in the manner provided under applicable Florida law. The signatures of the undersigned Members and Partners of each such company representing a majority of the Members of the Surviving Company and all of the Partners of the Merging Partnership are in favor of the adoption of this Agreement, and this Agreement shall be come effective on the date set forth above.

13. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Partnership, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Partnership upon an affirmative vote of a majority of either the Surviving Company's Members or a majority of the Merging Partnership's Partners without further action by either entity's Members or Partners.

14. Articles of Organization.

The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.



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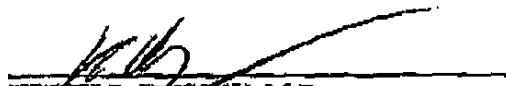
**15. Operating Agreement.**

The Operating Agreement following the merger shall be the Operating Agreement for the Surviving Company and no changes are necessitated by the contemplated merger.

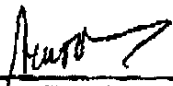
IN WITNESS WHEREOF, the undersigned, constituting all of the Members and Managers of the Surviving Company and all of the Partners of the Merging Partnership, have executed this Agreement on the day and year first above written.

**SURVIVING COMPANY:**

HMW, LLC,  
A Florida Limited Liability Company

  
\_\_\_\_\_  
KEITH P. HUSSEY, M.D.,  
As Member and Manager

  
\_\_\_\_\_  
STEVEN A. MECKSTROTH, M.D.,  
As Member and Manager

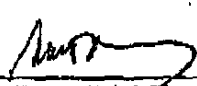
  
\_\_\_\_\_  
SCOTT L. WIESEN, M.D.,  
As Member and Manager

**MERGING PARTNERSHIP:**

HMW Partnership,  
A Florida General Partnership

  
\_\_\_\_\_  
KEITH P. HUSSEY, M.D.,  
Partner

  
\_\_\_\_\_  
STEVEN A. MECKSTROTH, M.D.,  
Partner

  
\_\_\_\_\_  
SCOTT L. WIESEN, M.D.,  
Partner

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