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MERGER OR SHARE EXCHANGE

Steven R. Pollakoff, M.D., LLC

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**ARTICLES OF MERGER OF
STEVEN R. POLIAKOFF, M.D., P.A.
a Florida professional corporation,
with and into
STEVEN R. POLIAKOFF, M.D., LLC,
a Florida limited liability company**

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Pursuant Section 608.438 of the Florida Limited Liability Company Act (1985), as amended (the "Florida LLC Act"), Section 607.1103 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act") and Section 621.13 of the Professional Service Corporation and Limited Liability Company Act (the "Florida PC Act"), Steven R. Poliakoff, M.D., P.A., a Florida professional corporation (the "Corporation"), and Steven R. Poliakoff, M.D., LLC, a Florida limited liability company (the "LLC"), hereby adopt the following Articles of Merger for the purpose of merging the Corporation with and into the LLC.

1. The Corporation shall be merged with and into the LLC, and the LLC shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated October 13, 2006 (the "Plan of Merger").

2. The name of the surviving entity shall be "Steven R. Poliakoff, M.D., LLC."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by all of the shareholders of the Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act, Section 621.13 of the Florida PC Act and by all of the members of the LLC in accordance with Section 608.4381 of the Florida LLC Act.

4. This merger shall become effective upon the date of filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the LLC, the address of which is 6280 Sunset Drive Suite #502 South Miami, Florida 33143.

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6. A copy of the Plan of Merger will be furnished by the LLC on request and without cost to any shareholder of the Corporation and any member of the LLC.

IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the Corporation and the LLC by their authorized representatives on October 13, 2006.

STEVEN R. POLIAKOFF, M.D., P.A.

By: Steven R. Poliakoff
Steven R. Poliakoff, President

STEVEN R. POLIAKOFF, M.D., LLC

By: Steven R. Poliakoff
Steven R. Poliakoff, President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of October 13, 2006, is made by and between STEVEN R. POLIAKOFF, M.D., P.A., a Florida corporation (the "Corporation"), and STEVEN R. POLIAKOFF, M.D., LLC, a Florida limited liability company (the "LLC").

WITNESSETH:

WHEREAS, the parties desire that the Corporation be merged with and into the LLC, with LLC being the surviving entity, in accordance with Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act"), Section 621.13 of the Professional Service Corporation and Limited Liability Company Act, as amended (the "Florida PC Act"), and Section 608.438 of the Florida Limited Liability Company Act, as amended (the "Florida LLC Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 607.1106 of the Florida Corporation Act, Section 621.13 of the Florida PC Act and Section 608.438 of the Florida LLC Act, on the Effective Date (as defined below), the Corporation shall simultaneously be merged with and into the LLC (the "Merger"), the separate existence of the Corporation shall cease, and the LLC shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Corporation and the LLC are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

STEVEN R. POLIAKOFF, M.D., LLC
6280 Sunset Drive
Suite #502
South Miami, Florida 33143

2. The Merger shall become effective as of the filing of the Articles of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

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4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the shareholders of the Corporation shall be automatically converted into rights and interests in the LLC as set forth pursuant to the Operating Agreement of the LLC of even date herewith (the "Operating Agreement").

5. The Articles of Organization filed on behalf of the LLC with Secretary of State of Florida on October 13, 2006 (the "Articles of Organization") and the Operating Agreement shall be the Articles of Organization and Operating Agreement, respectively, for the Surviving Entity.

6. The LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger.

7. The officers and directors of the Corporation and the officers and manager of the LLC may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida Corporation Act, the Florida PC Act and the Florida LLC Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

STEVEN R. POLIAKOFF, M.D., P.A., a Florida corporation

By:


Steven R. Poliakoff, M.D., its President**LLC:**

STEVEN R. POLIAKOFF, M.D., LLC, a Florida limited liability company

By:


Steven R. Poliakoff, M.D., its President