

L08000025328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

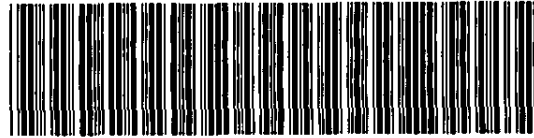
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
13 OCT 18 PM 3:42
DIVISION OF CORPORATIONS

Mayer
10/21/13

FILED
13 OCT 18 PM 3:42
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC., (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: **RICKY SOTO**

DATE: **10/18/2013**

REF. #: **8931390**

CORP. NAME: **BACTES IMAGING SOLUTIONS-SOUTHEAST LLC and BACTES SOUTH FLORIDA, LLC; merging into BACTES IMAGING SOLUTIONS, INC.**

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 70008537 FOR \$ 115.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bactes Imaging Solutions, Inc.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Brad Burman, Esq.

Contact Person

Nelson Mullins Riley & Scarborough, LLP

Firm/Company

201 17th Street NW, Suite 1700

Address

Atlanta, GA 30363

City, State and Zip Code

brad.burman@nelsonmullins.com

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

For further information concerning this matter, please call:

Brad Burman at (**404**) **322-6283**

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2013

CORPDIRECT AGENTS
WALK IN
TALLAHASSEE, FL

SUBJECT: BACTES SOUTH FLORIDA, LLC
Ref. Number: L13000081672

We have received your document for BACTES SOUTH FLORIDA, LLC and the authorization to debit your account in the amount of \$115.00. However, the document has not been filed and is being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Therefore, there is a balance of \$310.00 due for this filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 613A00024478

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

10/18/13

RECEIVED
CORPORATION
OCT 21 9 54 AM '13

**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>
[See attached sheet]		

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FILED

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>
Bactes Imaging Solutions, Inc.	Delaware	Corporation

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:

Date of filing _____

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:

3280 Peachtree Road

Suite 600

Atlanta, GA 30305

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: 3280 Peachtree Road

Suite 600

Atlanta, GA 30305

Mailing address: Same as street 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:
[See attached]		

- 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

<u>Fees:</u> 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

Article 1

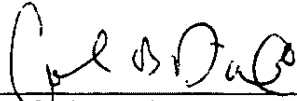
Additional merging entities (each, a “**Merging Company**” and collectively, the “**Merging Companies**”):

- Bactes Imaging Solutions - East, LLC, a Massachusetts limited liability company
- Bactes Rhode Island LLC, a Rhode Island limited liability company
- Bactes New Hampshire LLC, a New Hampshire limited liability company
- * Bactes Michigan LLC, a Michigan limited liability company
- Bactes Imaging Solutions-Arizona LLC, an Arizona limited liability company
- Bactes Imaging Solutions-Southeast LLC, a Florida limited liability company** L09000025328
- Bactes Imaging Solutions-Texas LLC, a Texas limited liability company
- Bactes LA OC, LLC, a California limited liability company
- Bactes Inland Empire LLC, a California limited liability company
- Bactes Greater Los Angeles-Ventura-Santa Barbara LLC, a California limited liability company
- Bactes Nevada LLC, a Nevada limited liability company
- Bactes Northern California LLC, a California limited liability company
- Bactes Socal East LLC, a California limited liability company
- Bactes Mid-South Atlantic LLC, a North Carolina limited liability company
- Bactes Mid-States, LLC, an Arkansas limited liability company
- Bactes South Florida, LLC, a Florida limited liability company** L13000081672
- Bactes Colorado, LLC, a Colorado limited liability company
- Bactes Georgia, LLC, a Georgia limited liability company

Signatures

SURVIVING CORPORATION:

Bactes Imaging Solutions, Inc.



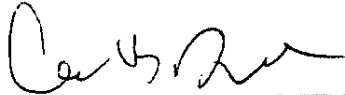
Name: Colin Daniel

Title: VP, Corporate Finance

MERGING COMPANIES:

Bactes Imaging Solutions, Inc.

as the sole member of each of the Merging Companies



Name: Colin Daniel

Title: VP, Corporate Finance

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 18th day of October, 2013 (this "Agreement"), between Bactes Imaging Solutions, Inc., a Delaware corporation (the "Surviving Corporation"), and the limited liability companies listed on Annex I (each, a "Merging Company" and collectively, the "Merging Companies").

RECITALS

1. Each of the Merging Companies and the Surviving Corporation desire to merge into a single corporation.

PLAN

A. *Companies Participating In Merger.*

Each of the Merging Companies will merge into the Surviving Corporation. The Surviving Corporation will survive the merger.

B. *Name of Surviving Corporation.*

After the merger, the Surviving Corporation will have the name "Bactes Imaging Solutions, Inc."

C. *Merger.*

The merger of the Merging Companies into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the limited liability company existence of the Merging Companies will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Conversion and Exchange of Shares.*

At the Effective Time, the equity interests of the companies participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. All the shares of the Surviving Corporation that were outstanding immediately prior to the Effective Time will be remain outstanding.

2. Merging Companies. Each unit or limited liability company membership interest in each of the Merging Companies that is outstanding immediately prior to the Effective Time will be cancelled as of the Effective Time.

E. *Certificate of Incorporation, Bylaws, Board of Directors and Officers*

1. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as in force and effect immediately prior to the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of the Surviving Corporation's organization.

2. Bylaws. The bylaws of the Surviving Corporation as in force and effect immediately prior to the effective date of the merger will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said Surviving Corporation.

3. Directors and Officers. The directors and officers in office of the Surviving Corporation immediately prior to the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

F. *Amendments to Certificate of Incorporation.*

The Certificate of Incorporation of the Surviving Corporation shall not be amended by this Plan.

G. *Abandonment.*

After approval of this Plan by the Merging Companies and by the board of directors of the Surviving Corporation, and at any time prior to the merger becoming effective, the board of directors of the Surviving Corporation may, in its discretion, abandon the merger.

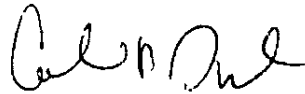
H. *Certificates and Articles of Merger.*

Each of the Merging Companies authorizes the Surviving Corporation, as its sole member, to execute and file certificates or articles of merger, as applicable, with the Delaware Secretary of State and with the Secretary of State of the Merging Company's jurisdiction of incorporation.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the 18th day of October, 2013.

SURVIVING CORPORATION:

Bactes Imaging Solutions, Inc.



Name: Colin Daniel
Title: VP, Corporate Finance

MERGING COMPANIES:

Bactes Imaging Solutions, Inc.

as the sole member of each of the Merging Companies



Name: Colin Daniel
Title: VP, Corporate Finance

Annex I – Merging Companies

- Bactes Imaging Solutions - East, LLC, a Massachusetts limited liability company
- Bactes Rhode Island LLC, a Rhode Island limited liability company
- Bactes New Hampshire LLC, a New Hampshire limited liability company
- Bactes Michigan LLC, a Michigan limited liability company
- Bactes Imaging Solutions-Arizona LLC, an Arizona limited liability company
- Bactes Imaging Solutions-Southeast LLC, a Florida limited liability company -
- Bactes Imaging Solutions-Texas LLC, a Texas limited liability company
- Bactes LA OC, LLC, a California limited liability company
- Bactes Greater Los Angeles-Ventura-Santa Barbara LLC, a California limited liability company
- Bactes Nevada LLC, a Nevada limited liability company
- Bactes Northern California LLC, a California limited liability company
- Bactes Socal East LLC, a California limited liability company
- Bactes Mid-South Atlantic LLC, a North Carolina limited liability company
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- Bactes South Florida, LLC, a Florida limited liability company -
- Bactes Colorado, LLC, a Colorado limited liability company
- Bactes Georgia, LLC, a Georgia limited liability company