

L08000033329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

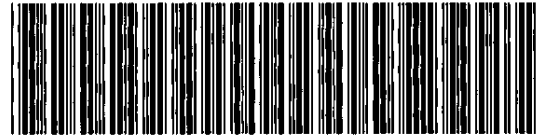
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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

5/2/08

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 (direct)
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Merger:

Corporation Name:

Veterinary Specialty and
Emergency Center of Kansas City, LLC

Entity Number (if applicable):

LO8000633329

Authorization:

Kim Pullen

☒

Merger

Certified Copy

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

____ Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

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Client:

41828

Matter:

92464

Name:

B. Cavan

Office:

St. P.

CERTIFICATE OF MERGER

OF

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY, INC.**
(a Kansas corporation)

NR

WITH AND INTO

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY, LLC**
(a Florida limited liability company)

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Pursuant to Section 608.4382 of the Florida Limited Liability Company Act ("FLLCA"), this Certificate of Merger, which relates to the merger (the "Merger") of Veterinary Specialty and Emergency Center of Kansas City, Inc., a Kansas corporation (the "Non-Surviving Entity"), with and into Veterinary Specialty and Emergency Center of Kansas City, LLC, a Florida limited liability company (the "Surviving Entity"), provides as follows:

ARTICLE I

Agreement and Plan of Merger

The Agreement and Plan of Merger with respect to the Merger is attached hereto as **Exhibit A** (the "Plan of Merger").

ARTICLE II

Approval of the Plan

The Plan of Merger was approved by the Surviving Entity in accordance with the applicable provisions of the FLLCA.

The Plan of Merger was approved by the Non-Surviving Entity in accordance with the applicable laws of the State of Kansas.

ARTICLE III

Effective Date

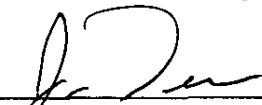
The Merger shall become effective beginning on the date that this Certificate of Merger is filed with the Department of State of the State of Florida.

[*Signature page follows*]

Dated this 31st day of March, 2008.

NON-SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS
CITY, INC., a Kansas corporation**

By: 
Name: Jeffrey Dennis
Title: President

SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS
CITY, LLC, a Florida limited liability
company**

By: VSK HOLDING CO., a Florida
corporation, its Managing Member

By: _____
Name: Darryl Shaw
Title: President

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Dated this 31st day of March, 2008.

NON-SURVIVING ENTITY:


**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS
CITY, INC.,** a Kansas corporation

By: _____
Name: Jeffrey Dennis
Title: President

SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS
CITY, LLC,** a Florida limited liability
company

By: VSK HOLDING CO., a Florida
corporation, its Managing Member

By:  _____
Name: Darryl Shaw
Title: President

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EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into of the 31st day of March, 2008, by and among Veterinary Specialty and Emergency Center of Kansas City, Inc., a Kansas corporation (the "Non-Surviving Entity"), and Veterinary Specialty and Emergency Center of Kansas City, LLC, a Florida limited liability company (the "Surviving Entity"), in accordance with Section 608.438 of the Florida Limited Liability Company Act ("FLLCA") and Section 17-7704 of the Kansas Statutes.

1. **MERGER.** Upon the terms and subject to the conditions set forth in this Agreement, the Non-Surviving Entity shall be merged with and into the Surviving Entity (the "Merger"), such that the Surviving Entity shall be the sole surviving entity.

2. **ORGANIZATIONAL DOCUMENTS.** On and after the Effective Date (as defined below), the Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

3. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date, each issued and outstanding share of capital stock of the Non-Surviving Entity shall be converted into one (1) membership unit in the Surviving Entity.

4. **EFFECTIVE DATE.** Provided that the Agreement has been adopted and approved as required by Section 608.4381(1) of the FLLCA and Section 17-7705(3) of the Kansas Statutes, the Merger shall become effective beginning on the date that the Certificate of Merger in respect of the Merger is filed with the Department of State of the State of Florida (the "Effective Date").

5. **AUTHORIZATION TO AMEND AGREEMENT.** This Agreement may be amended at any time prior to the Effective Date provided that any such amendment (a) is permitted by Section 608.4381(6) of the FLLCA and (b) has been agreed to in writing by both (i) the board of directors of the Non-Surviving Entity and (ii) the members of the Surviving Entity.

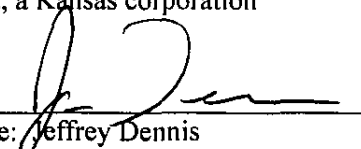
6. **GENERAL PROVISIONS.** This Agreement shall be construed in accordance with the laws of the State of Florida. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified except by a writing signed by each party to be affected by such amendment, change, or modification. References herein to a "Section" without reference to the FLLCA or the Kansas Statutes refer to the corresponding Section of this Agreement.

[SIGNATURE PAGE FOLLOWS]

Dated as of the date first above written.

NON-SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY,
INC., a Kansas corporation**

By: 
Name: Jeffrey Dennis
Title: President

SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY,
LLC, a Florida limited liability company**

By: VSK HOLDING CO., a Florida corporation,
its Managing Member

By: _____
Name: Darryl Shaw
Title: President

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Dated as of the date first above written.

NON-SURVIVING ENTITY:


**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY,
INC., a Kansas corporation**

By: _____
Name: Jeffrey Dennis
Title: President

SURVIVING ENTITY:

**VETERINARY SPECIALTY AND
EMERGENCY CENTER OF KANSAS CITY,
LLC, a Florida limited liability company**

By: VSK HOLDING CO., a Florida corporation,
its Managing Member

By:  _____
Name: Darryl Shaw
Title: President

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F.B.L.B.
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