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**MERGER OR SHARE EXCHANGE**

**Urgent Care Medical Center LLC**

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FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Merger*

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9-4-13

**CERTIFICATE OF MERGER  
OF  
URGENT CARE MEDICAL CENTER LLC**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 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>
Coach Comp America LLC	Florida	Limited Liability Company

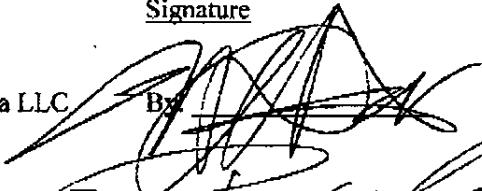
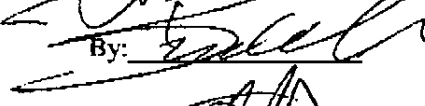
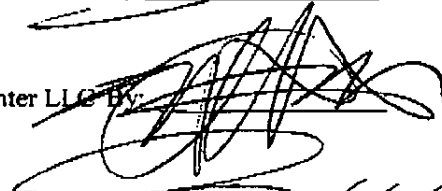
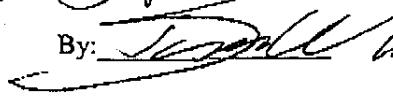
**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Urgent Care Medical Center LLC	Florida	Limited Liability Company

**THIRD:** The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective as of the date of filing of this Certificate of Merger by the Florida Department of State (the "Effective Date").

**FIFTH:** Signatures for each party:

<u>Name</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
<u>Merging Party</u> Coach Comp America LLC	By: 	Michael L. Graves, Manager of Gold Coast Staffing, Management and Consulting, LLC, its Member
	By: 	Bruce D. White, Manager of Gold Coast Staffing, Management and Consulting, LLC, its Member
<u>Surviving Party</u> Urgent Care Medical Center LLC	By: 	Michael L. Graves, Manager of Gold Coast Staffing, Management and Consulting, LLC, its Member
	By: 	Bruce D. White, Manager of Gold Coast Staffing, Management and Consulting, LLC, its Member

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**AGREEMENT AND PLAN OF MERGER  
OF  
COACH COMP AMERICA LLC,  
a Florida Limited Liability Company  
WITH AND INTO  
URGENT CARE MEDICAL CENTER LLC,  
a Florida Limited Liability Company**

THIS AGREEMENT AND PLAN OF MERGER ("**this Agreement**"), dated September 3, 2013, is entered into by and between Coach Comp America LLC, a Florida limited liability company ("**Coach**"), and Urgent Care Medical Center LLC, a Florida limited liability company ("**UCMC**").

**BACKGROUND:**

Gold Coast Staffing, Management and Consulting, LLC, a Florida limited liability company ("**the Member**"), is the sole Member and Managing Member of each of Coach and UCMC, and believes it is in the best interest of Coach and UCMC for Coach to merger with UCMC, following which UCMC shall be the surviving entity.

**AGREEMENT:**

**NOW THEREFORE**, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **Merger**. As of the Effective Time (defined below), Coach shall be merged with and into UCMC in accordance with the laws of Florida and this Agreement ("**the Merger**").
2. **Surviving Entity**. As of the Effective Time, the separate existence of Coach ("**the Merging Entity**") shall cease, and UCMC shall be the surviving entity ("**the Surviving Entity**"), which shall continue as a limited liability company under the laws of the State of Florida. The Surviving Entity shall succeed to all of the rights, privileges, and immunities and all of the property, of whatever kind and description, of the Merging Entity and the Surviving Entity shall be responsible and liable for all the liabilities and obligations of the Merging Entity, none of which shall be impaired by the Merger.
3. **Articles of Organization**. As of the Effective Time, the articles of organization of UCMC shall be and remain as the articles of organization of the Surviving Entity, with no amendments or changes made thereto.
4. **Conversion of Membership Interests**. As of the Effective Time, the membership interests of Coach shall be cancelled without consideration.

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5. Officers. The officers of UCMC at the Effective Time shall continue as the officers of the Surviving Entity for their full unexpired terms and until their successors have been appointed and qualified.
6. Authorization. The Member is hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.
7. Effective Date. The Merger shall become effective immediately upon the filing of the Certificate of Merger with the Secretary of State of Florida in accordance with the Florida Limited Liability Company Act ("the Effective Time").

*[Signature page to follow.]*

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This Agreement and Plan of Merger has been adopted as of the date first stated above.

**COACH COMP AMERICA LLC,**  
a Florida limited liability company

By: Gold Coast Staffing, Management and Consulting, LLC,  
a Florida limited liability company, its sole Member

By:

  
Michael L. Graves, Manager

By:

  
Bruce D. White, Manager

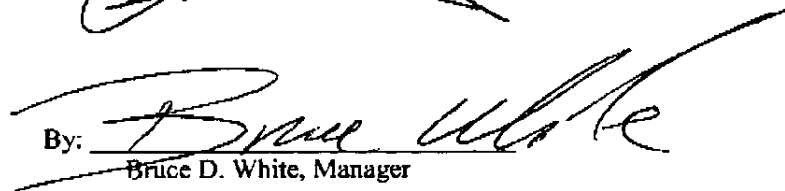
**URGENT CARE MEDICAL CENTER LLC,**  
a Florida limited liability company

By: Gold Coast Staffing, Management and Consulting, LLC,  
a Florida limited liability company, its sole Member

By:

  
Michael L. Graves, Manager

By:

  
Bruce D. White, Manager

[Signature Page]

[Agreement and Plan of Merger]