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EXAMINER

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610-4095

MERGER OR SHARE EXCHANGE**Sleep Florida, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$67.50

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382 of the Florida Statutes:

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MRA Sleep Lab, LLC 6141 Sunset Drive Suite 501 S. Miami, FL 33143	Florida	Limited liability company

Florida Document/Registration Number: L09000014417

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sleep Florida, LLC 6141 Sunset Drive Suite 301 S. Miami, FL 33143	Florida	Limited liability company

Florida Document/Registration Number: L08000068833

THIRD: The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438 of the Florida Statutes, and was approved by Surviving Entity and its Managing Member and Members and in accordance with Chapter 608 of the Florida Statutes and the Merged Entity and its Manager and Members in accordance with Chapter 608 of the Florida Statutes.

FOURTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the articles of organization or the operating agreement of the Surviving Entity or the articles of organization or the operating agreement of the Merged Entity.

FIFTH: The effective date of the filing of this Certificate of Merger shall be at 11:59 p.m. on December 29, 2010.

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This Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida this 14 day of December, 2010.

Merged Entity:

MRA Sleep Lab, LLC,
a Florida limited liability company

By: 
Howard L. Schwartz, M.D., Manager

Surviving Entity:

Sleep Florida, LLC,
a Florida limited liability company

By: 
Howard L. Schwartz, M.D., Managing Member

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") adopted effective as of the 9th day of December, 2010, by and between Sleep Florida, LLC, a Florida limited liability company ("Surviving Entity") and MRA Sleep Lab, LLC, a Florida limited liability company ("Merged Entity").

WITNESSETH:

WHEREAS, the Managing Member and all the Members of Surviving Entity and the Manager and all the Members of Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be accomplished as follows:

ARTICLE I

Merger and Effective Date of Merger

Following the filing of the Certificate of Merger and effective upon 11:59 p.m. on December 29, 2010 (the "Effective Date"), the merger described herein shall occur and Merged Entity shall merge into Surviving Entity and Surviving Entity shall merge Merged Entity into itself.

ARTICLE II

Conversion of Interests

(a) Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.

(b) Any and all membership interests of the Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and each prior existing Unit of the Merged Entity shall be converted into 1/10 of a Unit of the Surviving Entity. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing a membership interest in Merged Entity, if there are any such certificates, shall tender their respective certificates to Surviving Entity for cancellation.

(c) There are no rights to acquire membership interests in Merged Entity or membership interests in Surviving Entity.

ARTICLE III

Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

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(a) The existing articles of organization and Amended and Restated Operating Agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger (with the exception of Exhibit 2.1 of the Amended and Restated Operating Agreement of Surviving Entity which shall be updated consistent with Article II(b) of this Plan).

(b) Surviving Entity shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate (if any), whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Certificate of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper Manager or Members of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE IV

Approval of Merger and Managing Member of Surviving Entity

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by the Manager and Members of Merged Entity pursuant to Chapter 608 of the Florida Statutes, and the undersigned Manager of Merged Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

(b) This Plan has been duly adopted and approved by the Managing Member and

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Members of Surviving Entity pursuant to Chapter 608 of the Florida Statutes, and the undersigned Managing Member of Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

(c) The name and address of the Managing Member of Surviving Entity is:

Howard I. Schwartz, M.D. 6141 Sunset Drive
Suite 301
E. Miami, FL 33143

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The parties have caused this Plan to be duly executed as of the day and year first above-written.

Merged Entity:

MRA Sleep Lab, LLC,
a Florida limited liability company

By: 

Howard I. Schwartz, M.D., Manager

Surviving Entity:

Sleep Florida, LLC,
a Florida limited liability company

By: 

Howard I. Schwartz, M.D., Managing Member

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