

L0910000 39342

From: (901) 409-4560
Hal Forville

2352 Holly Grove Dr.

Memphis, TN 38119

(Address)

(City/State/Zip/Phone #)

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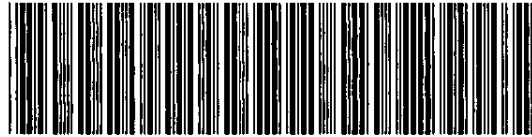
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 27 2012

J. JEMIEUX

**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>
American Sleep Medicine, LLC	Florida	limited liability company
Houston Operating Company, LLC	Texas	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>
American Sleep Medicine, LLC	Florida	limited liability company

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.

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TALLAHASSEE, FLORIDA

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:

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:

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:

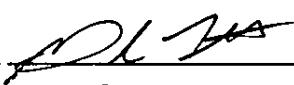
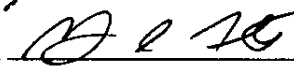
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing 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:
American Sleep Medicine, LLC		Hal Fonville, Secretary
Houston Operating Company, LLC		Hal Fonville, Secretary

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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
American Sleep Medicine, LLC	Florida	limited liability company
Houston Operating Company, LLC	Texas	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>
American Sleep Medicine, LLC	Florida	limited liability company

THIRD: The terms and conditions of the merger are as follows:

see attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

BETWEEN

HOUSTON OPERATING COMPANY, LLC

AND

AMERICAN SLEEP MEDICINE, LLC

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into by American Sleep Medicine, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Parent") and Houston Operating Company, LLC, a limited liability company organized and existing under the laws of the State of Texas (the "Subsidiary"), as of the 29th day of January, 2011.

WHEREAS, Parent is the sole member of Subsidiary;

WHEREAS, Parent has determined it advisable and to the advantage, welfare and best interests of Parent and Subsidiary that Subsidiary merge with and into Parent;

WHEREAS, pursuant to Section 10.006 of the Texas Business Organizations Code and Section 608.438, Florida Statutes, Subsidiary and Parent desire to merge Subsidiary with and into Parent to form a single limited liability company.

NOW THEREFORE, in consideration of the premises, the mutual covenants contained in the Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger.

Pursuant to Section 10.006 of the Texas Business Organizations Code and Section 608.438, Florida Statutes, effective as of January 28, 2011, Subsidiary is merged with and into Parent, which shall continue to exist under the name AMERICAN SLEEP MEDICINE, LLC, a Florida limited liability company (the "Surviving Entity").

2. Articles of Organization.

The Articles of Organization of Parent now in effect shall continue in effect as the Articles of Organization of the Surviving Entity.

3. Effect of the Merger.

The effect of the merger described herein shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, as of the effective time of the merger described herein all of the property, rights, privileges, powers and franchises of Subsidiary shall vest in the Surviving Entity, and all debts, liabilities and duties of Subsidiary shall become the debts, liabilities and duties of the Surviving Entity. The Amended and Restated Operating Agreement of Parent

as in effect immediately prior to the Effective Time of the merger described herein shall be the Amended and Restated Operating Agreement of the Surviving Entity. The managers, officers and members of the Parent shall continue as the managers, officers and members of the Surviving Entity.

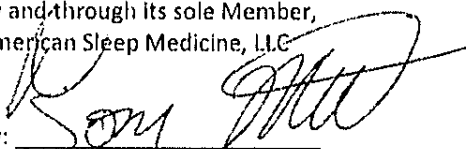
4. Approval of Merger.

Each of Subsidiary and Parent have duly approved of the merger described herein.

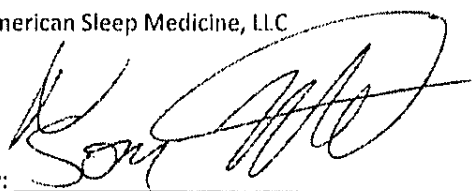
IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the effective date of the Merger.

SUBSIDIARY:

Houston Operating Company, LLC
By and through its sole Member,
American Sleep Medicine, LLC

By: 
Thomas Martin, President
American Sleep Medicine, LLC

American Sleep Medicine, LLC

By: 
Thomas Martin, President


Resolution of American Sleep Medicine, LLC Approving Merger

The following resolution has been duly adopted by American Sleep Medicine, LLC in accordance with the Amended and Restated Operating Agreement of by American Sleep Medicine, LLC:

WHEREAS, American Sleep Medicine, LLC has deemed it necessary and advisable to merge the business and assets of Houston Operating Company, LLC,

IT IS, THEREFORE, RESOLVED that Houston Operating Company, LLC will be merged with and into American Sleep Medicine, LLC.

Attest:


Hal Fonville, Secretary
American Sleep Medicine, LLC