

Division of Corporations

L10000106829

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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L. SELLERS

NOV - 8 2010

EXAMINER

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
Phone : (727) 442-1200
Fax Number : (727) 443-5829

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

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10 NOV - 5 AM 8:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
COMPREHENSIVE SPINE INSTITUTE, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

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Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit Fax #
#100002415583

**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>
Spine & Orthopedics Consulting,	Mississippi	profit corporation
Inc.		

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>
Comprehensive Spine	Florida	limited liability company
Institute, L.L.C.		

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

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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: _____

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SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE


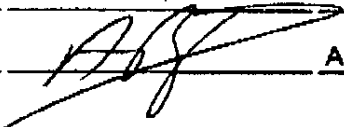
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Spine & Orthopedics</u>		
<u>Consulting, Inc.</u>		<u>Ashraf Ragab</u>
<u>Comprehensive Spine</u>		
<u>Institute, L.L.C.</u>		<u>Ashraf Ragab</u>

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>
Spine & Orthopedics		
Consulting, Inc.	Mississippi	profit corporation

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>
Comprehensive Spine	Florida	limited liability company
Institute, L.L.C.		

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

The Constituent Entities hereby agree that the Merging Entity shall be merged
with and into the Surviving Entity, and the Merging Entity and the Surviving Entity
shall be a single Entity. The Surviving Entity shall be the Entity continuing after
the Merger, and the separate existence of the Merging Entity shall cease on the
effective date of the Merger.

(Attach additional sheet if necessary)

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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:

Since all shares of the outstanding capital stock of the Merging Entity are currently
owned by the same Members and in the same proportion as the ownership
interests of the Surviving Entity, no additional certificates need be issued by the
Surviving Entity to reflect the ownership interest of the Members after the
effective date. The certificates representing the shares of stock of the Merging
Entity shall be surrendered and canceled on the effective date. The then
ownership interests of the Surviving Entity shall be unaffected by the merger and
shall continue to constitute all of the ownership interests in the Surviving Entity.

(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:

Same as above.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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