

407-581-9801

Shuffield Lowman & Wilson

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
DOCTORS MEDICAL, LLC**

| | |
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| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER OF
DANCO MEDICAL, INC
WITH AND INTO
DOCTORS MEDICAL, LLC

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 607.1109, 617.0302 or 605.1025, Florida Statutes:

FIRST: The exact name, jurisdiction, and form/entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|--|
| 1. Danco Medical, Inc. | Florida | profit corporation Document #P95000025946 |

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--------------------------------|---------------------|---|
| Doctors Medical, LLC | Florida | limited liability company Document #L10000115720 |

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, 605, 617, and/or 620, Florida Statutes.

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, is:
Not Applicable

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:
Not Applicable

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SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

(a) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

(b) Agrees to promptly pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

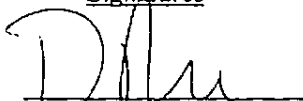
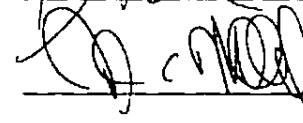
EIGHTH: Signature for each party.

Name of Entity

Signatures

Typed or Printed Name and
Title of Individual

Danco Medical, Inc.

David E. Rocco
President

Doctors Medical, LLC

Thomas C. Mollick
Manager

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PLAN OF MERGER

FIRST: The exact name, jurisdiction, and form/entity type for each merging party are as follows:

| | <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----|--------------------------------|---------------------|-------------------------|
| 1. | Danco Medical, Inc. | Florida | profit corporation |

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

| | <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|--|--------------------------------|---------------------|---------------------------|
| | Doctors Medical, LLC | Florida | limited liability company |

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "Doctors Medical, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect at the closing of the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The persons who are the managers and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the managers and officers of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the members of the surviving party, all of the issued and outstanding certificates representing shares or units of interest in the merging party shall be converted into equity in the surviving party as agreed upon by the holders thereof. The issued and outstanding certificates representing interest in the surviving party shall remain outstanding and not be affected by the merger under this Plan of Merger.

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

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-individual,

Name(s) and Address(es) of General Partner(s) Florida Document/Registration Number

Not Applicable

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of each person authorized to manage and control the Company are as follows:

| <u>Name and Address</u> | <u>Title</u> |
|---|--------------|
| David E. Rocco, 685 S. Ronald Reagan Blvd #101, Longwood, FL 32750 | Manager |
| Marty Krytus, 685 S. Ronald Reagan Blvd #101, Longwood, FL 32750 | Manager |
| Thomas C. Mollick, 685 S. Ronald Reagan Blvd #101, Longwood, FL 32750 | Manager |

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

None.