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**MERGER OR SHARE EXCHANGE
AARDS OF PLANTATION, LLC**

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Page Count	05
Estimated Charge	\$60.00

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**ARTICLES AND CERTIFICATE OF MERGER OF
GUILLERMO VALENZUELA, M.D., P.A.
A FLORIDA PROFESSIONAL CORPORATION,
AARDS OF PLANTATION, LLC and
NORMAN B. GAYLIS, M.D., P.A.
d/b/a Arthritis and Rheumatic Disease Specialists
A FLORIDA PROFESSIONAL CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), GUILLERMO VALENZUELA, M.D., P.A., a Florida professional corporation ("Disappearing Entity"), NORMAN B. GAYLIS, M.D., P.A., a Florida professional corporation ("Parent Entity") and AARDS OF PLANTATION, LLC, a Florida limited liability company wholly owned by the Parent Entity ("Surviving Entity") adopt the following Articles of Merger:

1. The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and adopted by the sole shareholder of Disappearing Entity and the Parent Entity and the sole member of the Surviving Entity as of April 1, 2011.

2. Pursuant to the Plan of Merger, all assets of the Disappearing Entity will be acquired by Surviving Entity, by means of a merger of Disappearing Entity into Surviving Entity ("Merger") in exchange for stock of the Parent Entity.

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 12:01 A.M. on April 15, 2011 (the "Effective Time").

IN WITNESS WHEREOF, the parties have set their hand this First day of April, 2011.

DISAPPEARING ENTITY:
GUILLERMO VALENZUELA, M.D., P.A.

By: 
Guillermo J. Valenzuela, M.D., President

SURVIVING ENTITY:
AARDS OF PLANTATION, LLC
By its Sole Member,
NORMAN B. GAYLIS, M.D., P.A.

By: 
Norman B. Gaylis, M.D., President

PARENT ENTITY:
NORMAN B. GAYLIS, M.D., P.A.

By: 
Norman B. Gaylis, M.D., President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of April 1, 2011, is made by and between **NORMAN B. GAYLIS, M.D., P.A d/b/a ARTHRITIS AND RHEUMATIC DISEASE SPECIALTIES**, a Florida professional corporation ("AARDS"), **AARDS PLANTATION, LLC**, a Florida limited liability company wholly owned by AARDS that is treated as a single member disregarded entity for federal income tax purposes (the "LLC"), **GUILLERMO VALENZUELA, M.D., P.A.**, a Florida professional corporation ("Corporation"), and **GUILLERMO J. VALENZUELA, M.D.** (separately referred to as "Stockholder")

WITNESSETH:

WHEREAS, the parties desire that the Corporation be merged with and into the LLC, with LLC being the surviving entity, in accordance with Section 621.13 of the Professional Service Organizations and Limited Liability Company Act, as amended (the "Professional Service Corporation Act"), Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act"), and Section 608.438 of the Florida Limited Liability Company Act, as amended (the "Florida LLC Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 621.13 of the Professional Service Corporation Act, Section 607.1106 of the Florida Corporation Act and Section 608.438 of the Florida LLC Act, on the Effective Date (as defined below), the Corporation shall simultaneously be merged with and into the LLC (the "Merger"), the separate existence of the Corporation shall cease, and the LLC shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Corporation and the LLC are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

AARDS PLANTATION, LLC
140 S.W. 84th Avenue
Plantation, Florida 33324

2. As consideration to the Stockholder for such Merger, AARDS shall issue to the Stockholder 20% of the issued and outstanding shares of AARDS ("Asset Shares"). The LLC shall also assume, by operation of law, obligations of the Corporation ("Assumed Obligations") as provided in that certain Plan and Agreement of Reorganization of even date herewith among the parties ("Agreement"). By assuming the Assumed Obligations, the LLC agrees to completely satisfy and discharge, by payment or performance, each of the Assumed Obligations in accordance with their respective terms, and conditions. The issued and outstanding shares and rights to acquire shares of the Corporation shall be converted into the Asset Shares issued by AARDS to the Stockholder, and each and every share of the capital stock of Corporation and each right to acquire shares of

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capital stock or other securities of Corporation shall be canceled and no longer be issued or outstanding.

3. The Merger shall become effective as of April 15, 2011 after the filing of the Articles and Certificate of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity.

4. The Articles of Organization filed on behalf of the LLC with Secretary of State of Florida on March 29, 2011 (the "Articles of Organization") shall be the Articles of Organization for the Surviving Entity.

6. The LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Professional Service Corporation Act and the Florida Corporation Act to effectuate the Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Corporation:

Guillermo Valenzuela, M.D., P.A., a Florida professional corporation

By: 

Guillermo J. Valenzuela, M.D., its President

LLC:

AARDS of Plantation, LLC, a Florida limited liability company,
By its Sole Managing Member, Norman B. Gaylis, M.D., P.A.

By: 

Norman B. Gaylis, M.D., President

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EXHIBIT A

ARTICLES and CERTIFICATE OF MERGER

SEE ATTACHED.

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