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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Doctors Express Franchising, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael Todd

Contact Person

NA

Firm/Company

960 East Oakland Street

Address

Gilbert, AZ 85295

City, State and Zip Code

mtodd@seniorhelpers.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Todd

Name of Contact Person

at (480)

326-1549

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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11 DEC 29 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Doctors Express Franchising, LLC	Maryland	LLC
Doctors Express Franchising, LLC	Florida	LLC

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>
Doctors Express Franchising, LLC	Florida	LLC

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.

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:

Not Applicable - Date of Filing

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

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: Not Applicable - Date of Filing

Mailing address: Not Applicable

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:
Doctors Express Franchising, L.L.C.	<i>Peter J. Ross</i>	Peter J. Ross
Doctors Express Franchising, L.L.C.	<i>Peter J. Ross</i>	Peter J. Ross

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

Fees:

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

Certified Copy (optional): \$30.00

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>
Doctors Express Franchising, <u>LLC</u>	Maryland	LLC
Doctors Express Franchising, <u>LLC</u>	Florida	LLC

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>
Doctors Express Franchising, <u>LLC</u>	Florida	LLC

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

Doctors Express Franchising, LLC (Florida) and Doctors Express Franchising, LLC (Maryland) agree that Doctors Express Franchising, LLC (Florida) shall merge and Doctors Express Franchising, LLC (Florida) shall be the surviving entity.

(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:

The manner and basis of converting or exchanging the outstanding
membership interests from Doctors Express Franchising, LLC (Maryland) into
Doctors Express Franchising, LLC (Florida) shall be on a 1:1 basis.

(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:

Not Applicable

(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:

The terms and conditions of this merger were advised, authorized, and approved
by each limited liability company, Doctors Express Franchising, LLC (Florida) and
Doctors Express Franchising, LLC (Maryland), in the manner and by the vote
required by their articles of organization and laws of the state of their formation.
The terms and conditions of this merger set forth herein were approved by the
unanimous written consent of the members of Doctors Express Franchising, LLC
(Florida) and Doctors Express Franchising, LLC (Maryland).

(Attach additional sheet if necessary)

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

There shall be no amendment to the articles of organization of Doctors
Express Franchising, LLC to be effected as part of the merger.

(Attach additional sheet if necessary)