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MERGER OR SHARE EXCHANGE

Tulay Darstek MD, P.L.

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ARTICLES (CERTIFICATE) OF MERGER

The following Articles (Certificate) of merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 607.1109, Section 621.13 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Professional Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.A. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Professional Corporation

Florida Document/Registration Number: P09000007085
FEI Number: 26-4123211

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Professional Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.L. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Limited Liability Company

Florida Document/Registration Number: L11000095278
FEI Number: 45-3038078

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108, Section 621.13 and 608.4382 of the Florida Statutes, and was approved in accordance with Section 607.1103, Section 608.4381 and Section 621.13 by written consent on the 19th day of August, 2011. The Plan of Merger was executed under the authority of the board of Directors on August 19, 2011 by the President of the Merging Professional Corporation and by the Manager of the Surviving Professional Limited Liability Company.

FOURTH: The attached Plan of Merger was approved by the Merging Professional Corporation and the Surviving Professional Limited Liability Company who are parties to the merger in accordance with Chapters 607, 621 and 608 of the Florida Statutes.

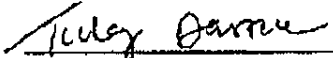

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FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Division of Corporations.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Authorized Representative</u>	<u>Title or Position</u>
Tulay Darstek, MD, P.A.	 Tulay Darstek, M.D.	President, Director
Tulay Darstek, MD, P.L.	 Tulay Darstek, M.D.	Manager

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**PLAN OF MERGER
AND
REORGANIZATION**

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 607.1108 of the Florida Statutes. In addition the Plan is in accordance with Sections 361 and 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.A. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Professional Corporation

Florida Document/Registration Number: P09000007085
FEI Number: 26-4123211

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Professional Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.L. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L11000095278
FEI Number: 45-3038078

THIRD: Terms, Conditions and Statements in compliance with Chapter 607, Chapter 621 and 608 of the Florida Statutes and Sections 361 and 368(a)(1)(F) of the Code.

A. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Division of Corporations, (the "Effective Date").

B. The Merging Professional Corporation and the Surviving Professional Limited Liability Company shall be a single entity known as Tulay Darstek MD, P.L.

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C. The Merging Professional Corporation shall cease to exist following the Effective Date of the merger.

D. The Merging Professional Corporation and the Surviving Professional Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Professional Limited Liability Company shall use the same tax identification number as the Merging Corporation.

E. The corporate enterprise shall continue uninterrupted and is therefore a change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Professional Corporation is to be preserved in the reorganization and within the Surviving Professional Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owners creditors and allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a professional limited liability company structure. As such, the transaction and acts contemplated in the Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Professional Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Professional Corporation; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to our due to the Merging Professional Corporation, shall be vested in the Surviving Professional Limited Liability Company without further act or deed.

H. The Surviving Professional Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Professional Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Professional Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Professional Limited Liability Company may be substituted in the place of the Merging Professional Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Professional Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Professional Corporation that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Professional Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Professional Limited Liability Company.

J. The cost or other basis of all property transferred incident to the Plan shall be the cost and basis as held by the Merging Professional Corporation.

FOURTH: Conversion of Ownership Interests.

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

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whole or in part, into cash or other property are intended to comply with Sections 361 and 368 (a)(1)(F) of the code and specifically is as follows:

A. All of the Shareholders of the Merging Professional Corporation and the Members of the Surviving Professional Limited Liability Company and the outstanding percentage of ownership percentage interest issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Professional Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Professional Corporation's outstanding stock certificates, the Surviving Professional Limited Liability Company shall issue membership certificates representing ownership of the Surviving Professional Limited Liability Company to the Member in identical interest as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

C. The Merging Professional Corporation and the Surviving Professional Limited Liability Company hereby acknowledge that the transfer of ownership interest are to be treated as if the Surviving Professional Limited Liability Company received the assets and liabilities of the Merging Professional Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.

D. In addition, the Merging Professional Corporation and the Surviving Professional Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interest in the Surviving Professional Limited Liability Company the Merging Professional Corporation shall thereafter issue the membership units of the Surviving Professional Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Professional Corporation in a non-recognition event under Section 354(a)(1) of the code.

FIFTH: The name and address of the manager of the Surviving Professional Limited Liability Company is as follows:

Tulay Darstek, M.D.
11181 Health Park Blvd.
Suite 2260
Naples, Florida 34110

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SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, I declare that I consent to the above Plan of Merger and Reorganization of the Merging Professional Corporation and Surviving Professional Limited Liability company and that I have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Professional Corporation and Manger of the Surviving Professional Limited Liability Company, I further declare that I am authorized to execute this Plan and statement on its behalf.

Name of EntrySignature and Name of
Authorized RepresentativeTitle or Position

Tulay Darstek, MD, P.A.


Tulay Darstek, M.D.

President, Director

Tulay Darstek, MD, P.L.


Tulay Darstek, M.D.

Manager

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