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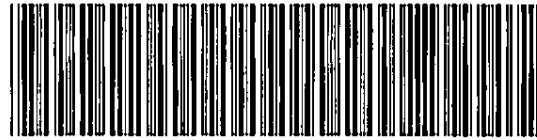
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. SULKEP

OCT 26 2020

DOWNTOWN VET EXPRESS, PLLC

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MARK A. SCRIBANO, D.V.M. P.A. merging into DOWNTOWN VET
EXPRESS, PLLC

The enclosed Articles of Merger and Fee(s) are submitted for
filing. Please forward one certified copy along with all
correspondence concerning this matter to:

Dr. Mark A. Scribano
1401 4th street NO.
ST. PETERSBURG, FL 33704
(727) 458 - 7281

Thank you for your attention with this filing.

Respectfully submitted,

Dr. Mark A. Scribano, Manager
DOWNTOWN VET EXPRESS, PLLC

ARTICLES OF MERGER OF
MARK A. SCRIBANO, D.V.M. P.A.
WITH AND INTO
DOWNTOWN VET EXPRESS, PLLC

Pursuant to the provisions of Sections 605.1021 through 605.1026, Florida Statutes, the undersigned professional limited liability company ("PLLC") and professional association ("PA") adopt the following Articles of Merger for the purpose of merging them into one of such corporations as under 605.1025:

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Agreement") was duly approved by all the members of DOWNTOWN VET EXPRESS, PLLC and by all the members of MARK A. SCRIBANO, D.V.M. P.A., collectively referred to as "Parties".

II

MARK A. SCRIBANO, D.V.M., P.A. of St. Petersburg, Florida, shall merge with and into DOWNTOWN VET EXPRESS, PLLC of St. Petersburg, Florida, with DOWNTOWN VET EXPRESS, PLLC being the Surviving Limited Liability Company ("PLLC"). DOWNTOWN VET EXPRESS, PLLC shall continue to be governed by the laws of the State of Florida.

III

No changes to the Articles of Organization of the Surviving PLLC will be effected by the merger.

IV

DOWNTOWN VET EXPRESS, PLLC has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of ss. 605.1006 and 605.1061-605.1072.

V

The laws of the State of Florida under which DOWNTOWN VET EXPRESS, PLLC, the Surviving PLLC following the merger, was organized and will continue to exist, and under which MARK A. SCRIBANO, D.V.M. P.A. was organized and will not continue to exist, permit this merger.

VI

The effective time and date of this merger shall be the close of business on September 3, 2020, with MARK A. SCRIBANO, D.V.M. P.A. being merged into DOWNTOWN VET EXPRESS, PLLC.

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SEP 18 PM 3:15
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
ST. PETERSBURG, FLORIDA

FILED

VII

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

Name	Jurisdiction	Form/Entity Type
MARK A. SCRIBANO, D.V.M. P.A.	Florida	Professional Association

VII

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

Name	Jurisdiction	Form/Entity Type
DOWNTOWN VET EXPRESS, PLLC	Florida	Professional Limited Liability Company

IX

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.

X

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 or organized.

XI


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:

September 3, 2020

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

XIII


Signature(s) for Each Party:
DOWNTOWN VET EXPRESS, PLLC

By: 
Dr. Mark A. Scribano, Manager
DOWNTOWN VET EXPRESS, PLLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 10th day of
September, 2020 by Dr. Mark A. Scribano, as Manager of DOWNTOWN
VET EXPRESS, PLLC.


John Fitzgerald Correa

(Notarial Seal)

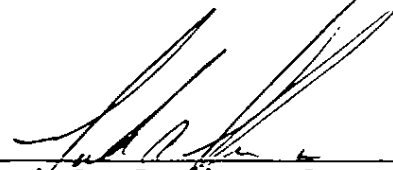
Notary Public, State of Florida
My commission expires:



JOHN FITZGERALD CORREA
Commission # GG 945651
Expires January 8, 2024
Bonded Title Budget Notary Services

STATE OF FLORIDA
COUNTY OF PINELLAS

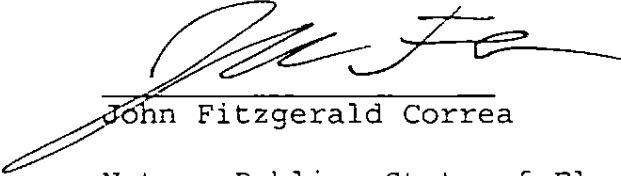
MARK A. SCRIBANO, D.V.M. P.A.:

By: 
Dr. Mark A. Scribano, Owner
MARK A. SCRIBANO, D.V.M. P.A.

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 10th day of
September, 2020, by Mark A. Scribano as Owner of MARK A.
SCRIBANO, D.V.M. P.A..


John Fitzgerald Correa

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



JOHN FITZGERALD CORREA
Commission # GG 945851
Expires January 9, 2024
Bounded Time Budget Notary Services

AGREEMENT AND PLAN OF MERGER OF

MARK A. SCRIBANO, D.V.M. P.A.

INTO AND WITH

DOWNTOWN VET EXPRESS, PLLC

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 10th day of September, 2020, pursuant to Section 605.1025,

W I T N E S S E T H:

WHEREAS, all the members as well as managers of each of the Parties deems it advisable and for the benefit of each of the Parties and their respective members that MARK A. SCRIBANO, D.V.M. P.A. of St. Petersburg, Florida, merge into and with DOWNTOWN VET EXPRESS, PLLC of St. Petersburg, Florida.

WHEREAS, the members of MARK A. SCRIBANO, D.V.M. P.A. and DOWNTOWN VET EXPRESS, PLLC have approved this Agreement by a majority-in-interest of the members and by a record, by each member of a merging limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, according to Section 605.1023(1), Florida Statutes;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, and subject to the conditions hereinafter set forth, that MARK A. SCRIBANO, D.V.M. P.A. of St. Petersburg, Florida be merged into and with DOWNTOWN VET EXPRESS, PLLC (hereinafter also sometimes referred to as the "Surviving PLLC"), the name of the Surviving PLLC to be continued under the name "DOWNTOWN VET EXPRESS, PLLC", and thereafter the individual existence of MARK A. SCRIBANO, D.V.M. P.A. shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

FIRST:

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

Name	Jurisdiction	Form/Entity Type
MARK A. SCRIBANO, D.V.M. P.A.	Florida	Professional Association

SECOND:

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

Name	Jurisdiction	Form/Entity Type
DOWNTOWN VET EXPRESS, PLLC	Florida	Professional Limited Liability Company

THIRD:

The terms and conditions of the merger are as follows:

All units belonging to the members of MARK A. SCRIBANO, D.V.M. P.A. shall be exchanged for the same number of units to DOWNTOWN VET EXPRESS, PLLC of St. Petersburg, Florida.

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:

MARK A. SCRIBANO, D.V.M. P.A. Members will Submit these shares to DOWNTOWN VET EXPRESS, PLLC

Dr. Mark A. Scribano	100 Shares
----------------------	------------

DOWNTOWN VET EXPRESS, PLLC will then issue shares to these parties

Dr. Mark A. Scribano	100 Shares
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FIFTH:

If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Member	Address
Dr. Mark A. Scribano	1401 4 th street NO. ST. PETERSBURG, FL 33704

SIXTH:

The merger herein contemplated shall be effective at the close of business on September 3, 2020, thus merging MARK A. SCRIBANO, D.V.M. P.A. into the Surviving Corporation with the Florida Department of State (the "Effective Date").

SEVENTH:

If at any time the Surviving Limited Liability Company shall consider or be advised that any further assignments, assurances in

law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of MARK A. SCRIBANO, D.V.M. P.A., the last acting officers of MARK A. SCRIBANO, D.V.M. P.A., or the corresponding officers of the Surviving Limited Liability Company, shall and will execute and make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement.

Eighth:

The directors, officers, and managers of the Surviving Limited Liability Company shall continue in office until they resign or until their successor are elected and qualified.

Ninth:

From and after the Effective Date, the Surviving Limited Liability Company shall continue to be governed under the laws of the State of Florida.

Tenth:

From and after the Effective Date, the Operating Agreement of MARK A. SCRIBANO, D.V.M. P.A. shall be deemed repealed and the Surviving Limited Liability Company shall continue to be governed by its existing Articles of Organization.

Eleventh:

From and after the Effective Date, the Operating Agreement of MARK A. SCRIBANO, D.V.M. P.A. shall be deemed repealed and the By-laws of the Surviving Limited Liability Company shall continue to be governed by its existing Operating Agreement.

Twelfth:

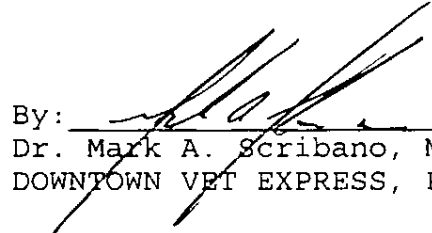
With respect to all leases and other agreements, instrument or obligations under which MARK A. SCRIBANO, D.V.M. P.A. of St. Petersburg, Florida is obligated to obtain a consent prior to the merger herein contemplated in order to comply with the conditions thereof, or to vest its interest therein in the Surviving Limited Liability Company, MARK A. SCRIBANO, D.V.M. P.A. of St. Petersburg, Florida shall exercise all reasonable efforts to obtain such consent prior to the Effective Date of this merger.

Thirteenth:

This Agreement may be terminated and abandoned by mutual consent of the members of DOWNTOWN VET EXPRESS, PLLC at any time prior to the Effective Date of the merger contemplated herein.

IN WITNESS WHEREOF, MARK A. SCRIBANO, D.V.M. P.A., a Florida Limited Liability Company, and DOWNTOWN VET EXPRESS, PLLC, a Florida Limited Liability Company, have each caused this Agreement and Plan of Merger to be executed on their respective behalfs and their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date herein above first written.

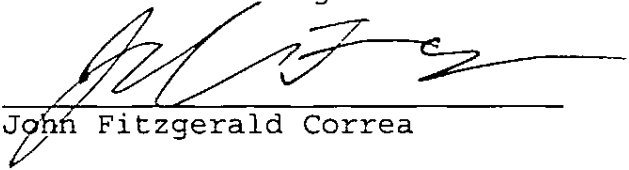
DOWNTOWN VET EXPRESS, PLLC

By: 
Dr. Mark A. Scribano, Manager
DOWNTOWN VET EXPRESS, PLLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 10th day of September, 2020, by Dr. Mark A. Scribano as Manager of DOWNTOWN VET EXPRESS, PLLC.


John Fitzgerald Correa

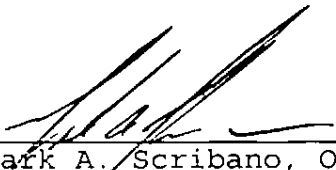
(Notarial Seal)

Notary Public, State of Florida
My commission expires:



JOHN FITZGERALD CORREA
Commission # GG 945851
Expires January 8, 2024
Bonded Title Budget Notary Services

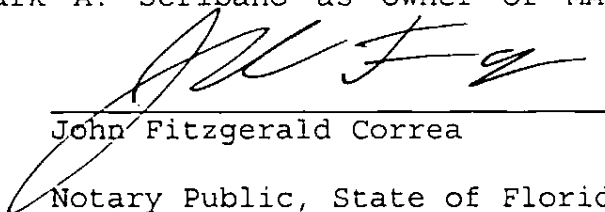
MARK A. SCRIBANO, D.V.M. P.A.:

By: 
Dr. Mark A. Scribano, Owner
Owner, MARK A. SCRIBANO, D.V.M.
P.A.

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 10th day of September, 2020, by Dr. Mark A. Scribano as Owner of MARK A. SCRIBANO, D.V.M. P.A.


John Fitzgerald Correa

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



JOHN FITZGERALD CORREA
Commission # GG 945651
Expires January 9, 2024
Bonded thru Budget Notary Services