

L20000123073

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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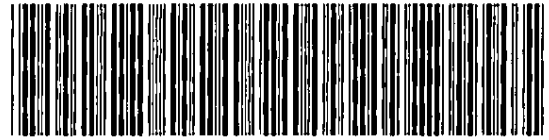
(Business Entity Name)

(Document Number)

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05/12/20--01023--007 **125.00

03/25/20--01003--025 **100.00

2020 MAY 11 PM 4:17

FILED

5/12/20

LLC Merger
with
formation
of LLC
Attached

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CONSTELLATION MEDICAL GROUP, 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:

Olesia Y. Belchenko

Contact Person

Olesia Y. Belchenko, P.A.

Firm/Company

1221 Brickell Avenue, Suite 2400

Address

Miami, Florida 33131

City, State and Zip Code

olesia@belchenkolaw.com

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

For further information concerning this matter, please call:

Olesia Y. Belchenko at (305) 200-5553

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted to the Florida Department of State in accordance with the Florida Revised Limited Liability Company Act, pursuant to Sections 605.1021-605.1026, Florida Statutes, to merge the following Florida limited liability companies in accordance with Section 605.1025, Florida Statutes.

FIRST: THE MERGING PARTIES

The exact name, jurisdiction, and entity type for each merging company (collectively, the "Merging Companies") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pisces Medical, LLC Florida Document Registration Number: L18000181249	Florida	LLC
Virgo Medical, LLC Florida Document Registration Number: L18000181175	Florida	LLC
Libra Medical, LLC Florida Document Registration Number: L18000181181	Florida	LLC

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SECOND: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type of the surviving company (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Constellation Medical Group, LLC Florida Document Registration Number: _____	Florida	LLC

THIRD: APPROVAL OF THE MERGER

The merger was approved by each domestic merging entity that is a limited liability company in in accordance with Sections 605.1021-605.1026, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b).

FOURTH: ENTITY CREATION

The Surviving Company shall be created by the merger. The Articles of Organization of the Surviving Company are attached hereto as Exhibit L.

FIFTH: APPRAISAL RIGHTS

The Surviving Company agrees to pay any members of the Merging Companies with appraisal rights the amount, to which such members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

SIXTH: EFFECTIVE DATE OF THE MERGER

The merger shall become effective on the date and at the time that the Articles of Merger are filed with the Florida Department of State. At the effective time of the merger, each of the Merging Companies shall be merged into the Surviving Company.

[Signatures on following page]

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

MERGING COMPANIES:

Pisces Medical, LLC, a Florida limited liability company

Florida Health Investments, LLC

By: 

Name: Nicolas Alvarez, M.D.

Title: Manager

Meznar, LLC

By: 

Name: Julio Gomez, M.D.

Title: Manager

Virgo Medical, LLC, a Florida limited liability company

Florida Health Investments, LLC

By: 

Name: Nicolas Alvarez, M.D.

Title: Manager

MDElda, LLC

By: 

Name: Elda Regalado, M.D.

Title: President

Libra Medical, LLC, a Florida limited liability company

Florida Health Investments, LLC

By: 

Name: Nicolas Alvarez, M.D.

Title: Manager

MGarcia-Herran, LLC

By: 

Name: Manuel Garcia-Herran, M.D.

Title: President

SURVIVING COMPANY:

Constellation Medical Group, LLC, a Florida limited liability company

By: 

Name: Nicolas Alvarez, M.D.

Title: President

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CONSTELLATION MEDICAL GROUP, LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1205 SW 37th Avenue

Miami, Florida 33135, US

Mailing Address:

1205 SW 37th Avenue

Miami, Florida 33135, US

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Nicolas R. Alvarez

Name

1205 SW 37th Avenue

Florida street address (P.O. Box **NOT** acceptable)

Miami

Florida

33135

City

State

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Name and Address:

MGR

Nicolas R. Alvarez
1205 SW 37th Avenue
Miami, Florida 33135

MGR

Elda Regalado
1205 SW 37th Avenue
Miami, Florida 33135

MGR

Julio Gomez
1205 SW 37th Avenue
Miami, Florida 33135

MGR

Manuel Garcia-Herran
1205 SW 37th Avenue
Miami, Florida 33135

(Use attachment if necessary)

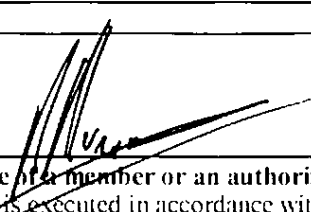
ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.

ARTICLE VI: Other provisions, if any.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any false information submitted in a document to the Department of State
constitutes a third degree felony as provided for in s.817.155, F.S.

Nicolas R. Alvarez, Manager, Florida Health Investments, LLC
Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)