

L98000002145

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MERGER OR SHARE EXCHANGE

Lake Medical Imaging and Breast Center at The Village

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PAGE 001/001

Florida Dept of State



January 4, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES,
1400 US 441
SUITE #510
THE VILLAGES, FL 32159

SUBJECT: LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, L.L.C.
REF: L98000002145

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P.O. BOX 6327 - Tallahassee, Florida 32314

Received Time Jan. 4. 12:56PM

**CERTIFICATE OF MERGER
MERGING
ORANGE BLOSSOM GARDENS RADIOLOGY, LLP
WITH AND INTO
LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC**

Pursuant to Sections 620.8916, 620.8917, 620.8918 and 620.8919 of the Florida Revised Uniform Partnership Act of 1995 and Sections 608.438, 608.4381, 608.4382 and 608.4383 of the Florida Limited Liability Company Act, **ORANGE BLOSSOM GARDENS RADIOLOGY, LLP**, a Florida limited liability partnership (the "Merging Entity") and **LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby adopt the following Certificate of Merger:

ARTICLE I

The name, type of entity, state of organization and jurisdiction of the governing law of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization and Jurisdiction of the Constituent Business Entities' Governing Law</u>	<u>Type of Entity</u>
GP980000065761 ORANGE BLOSSOM GARDENS RADIOLOGY, LLP	Florida	Limited Liability Partnership
LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC	Florida	Limited Liability Company

ARTICLE II

Effective upon the filing of this Certificate of Merger with the Florida Department of State (the "Effective Date"), the Merging Entity shall be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving business entity.

WHEREOF, this Certificate of Merger is dated as of the 30th day of November, 2007.

ORANGE BLOSSOM GARDENS RADIOLOGY, LLP, a Florida limited liability partnership

By: Michael S. Levine
Michael S. Levine, M.D., Limited
Liability Partner

By: Joseph Gurinsky
Joseph Gurinsky, M.D., Limited
Liability Partner

By: Marc Schwartzberg
Marc Schwartzberg, M.D., Limited
Liability Partner

By: Mark Jacobson
Mark Jacobson, M.D., Limited
Liability Partner

By: Mahrad Paymani
Mahrad Paymani, M.D., Limited
Liability Partner

By: Pairoj "Roy" Chang
Pairoj "Roy" Chang, M.D., Limited
Liability Partner

By: Rosendo D. Diaz
Rosendo D. Diaz, M.D., Limited
Liability Partner

By: Yi Liu
Yi Liu, M.D., Ph.D., Limited
Liability Partner

By: Cathrine E. Keller
Cathrine E. Keller, M.D., Limited
Liability Partner

By: David C. Weyn
David C. Weyn, M.D., Limited
Liability Partner

By: Manoj Bhatia
Manoj Bhatia, M.D., Limited
Liability Partner

By: George E. Kainz
George E. Kainz, M.D., Limited
Liability Partner

By: Jon B. Anderson
Jon B. Anderson, M.D., Limited
Liability Partner

By: Maurice P. Yoskin
Maurice P. Yoskin, M.D., Limited
Liability Partner

By: Charles S. Houston
Charles S. Houston, M.D., Limited
Liability Partner

**LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC, a
Florida limited liability company**

By: Michael S. Levine
Michael S. Levine, M.D., Manager

By: Cathrine E. Keller
Cathrine E. Keller, M.D., Manager

EXHIBIT A

**PLAN OF MERGER
OF
ORANGE BLOSSOM GARDENS RADIOLOGY, LLP
WITH AND INTO
LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC**

THIS PLAN OF MERGER is approved and adopted by **ORANGE BLOSSOM GARDENS RADIOLOGY, LLP**, a Florida limited liability partnership (the "Merging Entity") and **LAKE MEDICAL IMAGING AND BREAST CENTER AT THE VILLAGES, LLC**, a Florida limited liability company (the "Surviving Entity").

1. The principal place of business for the Merging Entity and the Surviving Entity is located at 801 E. Dixie Avenue, Suite 104, Leesburg, Florida 34748.

2. The interests in the capital and profits of the Merging Entity (the "Merging Entity Interests") are owned as follows: one-fifteenth (1/15th) by Michael S. Levine, M.D., one-fifteenth (1/15th) by Cathrine E. Keller, M.D., one-fifteenth (1/15th) by Joseph Gurinsky, M.D., one-fifteenth (1/15th) by David C. Weyn, M.D., one-fifteenth (1/15th) by Marc Schwartzberg, M.D., one-fifteenth (1/15th) by Manoj Bhatia, M.D., one-fifteenth (1/15th) by Mark Jacobson, M.D., one-fifteenth (1/15th) by George E. Kainz, M.D., one-fifteenth (1/15th) by Mahrud Paymani, M.D., one-fifteenth (1/15th) by Jon E. Anderson, M.D., one-fifteenth (1/15th) by Pairoj "Roy" Chang, M.D., one-fifteenth (1/15th) by Maurice P. Yoskin, M.D., one-fifteenth (1/15th) by Rosendo D. Diaz, M.D., one-fifteenth (1/15th) by Charles S. Houston, M.D., and one-fifteenth (1/15th) by Yi Liu, M.D., Ph.D. (the "Merging Entity Partners"); and there are no options or other rights to acquire additional capital or profits interests issued or outstanding.

3. The interests in the capital and profits of the Surviving Entity (the "Surviving Entity Interests") are owned one hundred percent (100%) by the Merging Entity, and there are no options or other rights to acquire additional capital or profits interests issued or outstanding.

4. The Merging Entity will merge with and into the Surviving Entity as of the Effective Date (as defined below), whereupon the Merging Entity will cease to exist and the separate businesses of the Merging Entity and the Surviving Entity will continue on a combined basis through the Surviving Entity.

ARTICLE I**1.1 Names of Constituent Entities.**

Name of Merging Entity: ORANGE BLOSSOM GARDENS RADIOLOGY, LLP, a Florida limited liability partnership

Name of Surviving Entity: LAKE MEDICAL IMAGING AND BREAST CENTER
AT THE VILLAGES, LLC, a Florida limited liability
company

1.2 **The Merger.** As of the Effective Date, the Merging Entity shall merge with and into the Surviving Entity (the "**Merger**"), the separate existence of the Merging Entity shall thereupon cease, and the Surviving Entity shall be the surviving entity in the Merger and shall continue its legal existence under the laws of the State of Florida.

1.3 **Effect of Merger.** The Merger shall have the effects set forth in the Florida Limited Liability Company Act, as amended (the "**FLLCA**"), and the Florida Revised Uniform Partnership Act of 1995, as amended (the "**FRUPA**") (with the FLLCA and the FRUPA referred to herein collectively as the "**Acts**").

1.4 **Effective Date.** The Merger shall become effective upon the filing of the Certificate of Merger with the Florida Department of State (the "**Effective Date**"). The Parties hereto will file with the Florida Secretary of State (the "**Secretary of State**") the Certificate of Merger and other necessary documents (the "**Merger Documents**"), in such form as required by, and executed in accordance with, the relevant provisions of FRUPA in order to effect the Merger as of the Effective Date.

ARTICLE 2

2.1 **Conversion of Merging Entity Interests.** As of the Effective Date, all of the Merging Entity Interests issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into a 1/15th ownership interest in all of the capital and profits of the Surviving Entity. No consideration, other than the Survivor Entity Interests so converted, shall be paid to the holders of the Merging Entity Interests in connection with the Merger.

2.2 **Rights and Obligations of the Merging Entity.** In accordance with and insofar as permitted by the applicable provisions of the Acts: (i) the Surviving Entity shall possess all rights, privileges and powers of the Merging Entity; (ii) all property and assets of the Merging Entity shall vest in the Surviving Entity without any further act or deed; and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of the Merging Entity.

ARTICLE 3

3.1 **Surviving Entity Articles of Organization and Operating Agreement and Regulations.** The Articles of Organization and Operating Agreement and Regulations of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the Articles of Organization and Operating Agreement and Regulations of the Surviving Entity, unless and until such Articles of Organization and Operating Agreement and Regulations shall be amended as provided by law.

3.2 **Merging Entity Partnership Agreement and other Organization Documents.** The Partnership Agreement and all other organization documents and agreements of the Merging

Entity, as such, shall be terminated as of the Effective Date and thereafter be of no further force or effect.

3.3 Surviving Entity Managers. The Managers of the Surviving Entity in effect immediately prior to the Effective Date shall be and will remain the Managers of the Surviving Entity, until such time as their successors are duly elected and qualified in accordance with the terms of the Articles of Organization and Operating Agreement and Regulations of the Surviving Entity.

ARTICLE 4

4.1 Amendment. The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Certificate of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Constituent Entities shall be subject to the limitations specified in the Acts.

4.2 Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Certificate of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Constituent Entities, if the Constituent Entities determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

4.3 Constituent Entities' Approval. This Plan of Merger shall be submitted to the Constituent Entities for approval prior to the Effective Date.

4.4 Filing of Certificate of Merger. After obtaining such approval by the Constituent Entities, the Managers of the Surviving Entity and the Partners of the Merging Entity are hereby authorized and directed to cause all required documents to be executed, filed and recorded, and all other required action to be taken, in order to consummate the Merger as of the Effective Date.