

Division of Corporations

Page 1 of 1

L 98 000002622

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000031795 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305) 982-1555
Fax Number : (305) 982-1550

FILED
99 DEC 15 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 14 AM 11:19
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FLORIDA DIAGNOSTIC ASSOCIATES, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

L98-2622

Name	OK 125
Availability	
Document	OK
Examiner	
Updater	OK
Underwriter	OK
Verifier	OK
Acknowledgment	OK
W. P. Verity	OK

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H99000031795 0)))

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Protech Imaging, Inc.	Florida	profit corporation
Florida Document/Registration Number: P98000063781		FEI Number: 65-0852587

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Diagnostic Associates, L.L.C.	Florida	limited liability company
Florida Document/Registration Number: L98000002622		FEI Number: 65-0873986

SECRETARY OF STATE
ALABAMA, FLORIDA

99 DEC 15 AM 11:33

FILED

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

(((H99000031795 0)))

(((H99000031795 0)))

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Protech Imaging, Inc

By: 

President

Name: Susan G. Van Houten

Florida Diagnostic Associates, L.L.C.

By: 

Manager

Name: Susan G. Van Houten

FILED
99 DEC 15 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H99000031795 0)))

(((H99000031795 0)))

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.438 1, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Protech Imaging, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Diagnostic Associates, L.L.C.	Florida

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

All liabilities of the merging company shall become the responsibility of the surviving company.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

99 DEC 15 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

((H99000031795 0)))

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Susan Van Houten

Maria Pardinas

Dated: 11/18/99, 1999.

Protech Imaging, Inc.

By: 

President

Name: Susan G. Van Houten

Florida Diagnostic Associates, L.L.C.

By: 

Manager

Name: Susan G. Van Houten

H:\LIBRARY\Clients\VanHouten\Doc\art merger.doc
11/11/99 02:58 PM

99 DEC 15 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

((H99000031795 0)))

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROTECH IMAGING, INC. a Florida entity, P98000063781

,

INTO

FLORIDA DIAGNOSTIC ASSOCIATES, L.L.C., a Florida entity, L98000002622

File date: December 15, 1999

Corporate Specialist: Tammi Cline