

M03000001085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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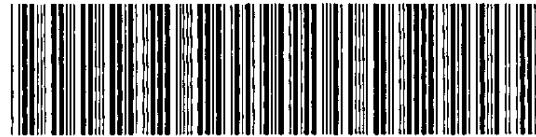
(Business Entity Name)

(Document Number)

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FILED  
08 JUN 25 AM 8:35  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

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DIVISION OF CORPORATIONS  
2008 JUN 25 PM 4:11  
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B. KOHR

JUN 26 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 625696 80770A

AUTHORIZATION :

COST LIMIT \$ 50.00

*[Handwritten signature]*

ORDER DATE : June 25, 2008

ORDER TIME : 3:17 PM

ORDER NO. : 625696-010

CUSTOMER NO: 80770A

FILED  
08 JUN 25 AM 8:35  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

HARBOUR VIEW DIAGNOSTIC  
IMAGING, LLC

INTO

KENDALL OPEN MRI LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_

**Certificate of Merger  
For  
Florida Limited Liability Company**

FILED  
08 JUN 25 AM 8:35  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

L07000027568

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Harbour View Diagnostic Imaging, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Kendall Open MRI LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Kendall Open MRI LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

**THIRD:** 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, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** 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, organized or incorporated.

**FIFTH:** 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:

Date of filing with Departments of State of Florida and Delaware

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address is in its home state, country or jurisdiction is as follows:

9280 Sunset Drive

Miami, Florida 33173

**SEVENTH:** If the survivor is not formed, organized, or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity: (not applicable)

a.) List the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

Mailing address:

b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party

Name of Entity/Organization:

Signature(s):

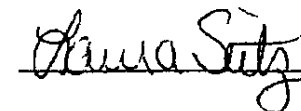
Typed or Printed  
Name of Individual:

Harbour View Diagnostic Imaging, LLC



Francisco Koca

Kendall Open MRI LLC



Laura Seitz

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of general partner or authorized person

Florida Limited Partnerships:

Signature of all general partners

Non-Florida Limited Partnerships:

Signature of general partner

Limited Liability Companies:

Signature of member or authorized representative

**Fees:** For each Limited Liability Company: \$25.00  
For each Corporation: \$35.00  
For each Limited Partnership: \$52.50  
For each General Partnership: \$25.00  
For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Harbour View Diagnostic Imaging, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Kendall Open MRI LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Kendall Open MRI LLC</u>	<u>Delaware</u>	<u>Limited Liability Company</u>

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

Members of each merging party shall exchange their membership interests for membership interests in the surviving party in the proportions set forth in Article Fourth below.

### **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:

Members of Harbour View Diagnostic Imaging, LLC shall receive a 92.5% membership interest, and members of Kendall Open MRI LLC shall receive a 7.5% interest in the surviving party. The capital account of each member in each merging party immediately prior to the merger shall become the capital account of each such member in the surviving party upon the merger becoming effective.

B. The manner and basis of the converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other property is as follows:

Not applicable

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

The surviving party shall amend and restate its Operating Agreement substantially in the form of the Operating Agreement of Harbour View Diagnostic Imaging, LLC prior to the merger, with appropriate revision to reflect the jurisdiction of organization and the new names and percentage interests of the members in the surviving party. Other provisions are contained in an Agreement of Merger on file at the principal place of business of the surviving party.