

# M0500000354

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## MERGER OR SHARE EXCHANGE ULTIMATE MEDICAL ACADEMY, LLC

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EXAMINER

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ULTIMATE MEDICAL ACADEMY, LLC

Please return all correspondence concerning this matter to:

Nicole M. Anzuoni, Esq.  
Ultimate Medical Academy, LLC  
3101 West Dr. Martin Luther King Boulevard  
Tampa, FL 33607  
[na.anzuoni@ultimatemedical.edu](mailto:na.anzuoni@ultimatemedical.edu)

For further information concerning this matter, please call:

Nicole M. Anzuoni, Esq. at 201-780-1959

✓ Certified Copy (\$8.75)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
FOR  
FLORIDA PROFIT CORPORATION

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1109, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Complete Conference Management, Inc.	Florida	Corporation
Ultimate Medical Academy, LLC	Delaware	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ultimate Medical Academy, LLC	Delaware	Limited Liability Company

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**THIRD:** On July 14, 2011, the attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

**FOURTH:** On July 13, 2011, 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 under which such other business entity is formed.

**FIFTH:** The date of filing shall be the effective date of the merger.

**SIXTH:** The surviving party's principal office address in its home state is as follows:

108 West 13<sup>th</sup> Street  
Wilmington, DE 19801

**SEVENTH:** The surviving entity:

- (a) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce an obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- (b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, Florida Statutes.

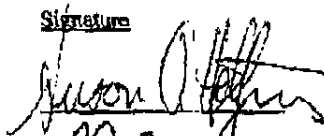
**EIGHTH:** Signatures for each party:

Name of Entity

Signature

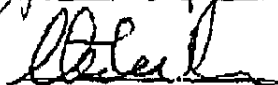
Name and Title

Complete Conference Management, Inc.



Susan O. Holtzman  
President

Ultimate Medical Academy, LLC



Steven Kamler  
Managing Member

Fees:

\$35.00 Per Party

Certified Copy:

\$8.75

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PLAN OF MERGER

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TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Complete Conference Management, Inc.	Florida	Corporation
Ultimate Medical Academy, LLC	Delaware	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ultimate Medical Academy, LLC	Delaware	Limited Liability Company

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

Complete Conference Management, Inc. ("CCM"), shall be merged with and into Ultimate Medical Academy, LLC ("UMA"), and UMA shall continue as the surviving company in the merger. At the effective time of the merger, each share of CCM common stock, par value \$1.00 per share (the "CCM Common Stock"), issued and outstanding immediately prior to such effective time shall be retired and converted into the right solely to receive the merger consideration which consists of cash and notes.

**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 is as follows:

Each share of CCM Common Stock issued and outstanding immediately prior to the effective time of the merger shall be retired and converted into the right solely to receive the merger consideration which consists of cash and notes. With respect to his or her *pro rata* share of the merger consideration, each CCM common stockholder shall receive the cash portion thereof via wire transfer and the note portion thereof via certified mail, return receipt requested.

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

Not Applicable

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

Managing Members:

Scott Brakebill  
737 Park Avenue, Apt. 20B  
New York, NY 10021

Steven Kerner  
11 Baymont Street, Apt. 1209  
Clearwater, FL 33767

Lowell Lifschultz  
132 Old Roaring Brook Road  
Mt. Kisco, NY 10549

SIXTH: No other statements are required by the laws under which either party is formed or incorporated.

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