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MERGER OR SHARE EXCHANGE

South Florida Internal Medicine Group, LLC

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ARTICLES OF MERGER

OF

SOUTH FLORIDA INTERNAL MEDICINE GROUP, INC. - P98-37533

WITH AND INTO

SOUTH FLORIDA INTERNAL MEDICINE GROUP, LLC - M06-5141

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act, the undersigned hereby certify that:

1. South Florida Internal Medicine Group, Inc., a Florida corporation (the "Constituent Corporation") shall be merged with and into South Florida Internal Medicine Group, LLC, a Delaware limited liability company (the "Surviving Company"), which shall be the surviving company (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of September 27, 2006, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Corporation and the Surviving Company in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, and approved by a majority of the shareholders of the Constituent Corporation and a majority of the members of the Surviving Company, by respective written consents dated as of September 26, 2006.

3. The address of the principal office of the Surviving Company is 3191 Coral Way, Suite 303, Coral Gables, Florida 33145.

4. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Constituent Corporation. The Surviving Company agrees to promptly pay the dissenting shareholders of the Constituent Corporation the amount, if any, to which such dissenting shareholders are entitled under Section 607.1302 of the Florida Business Corporation Act.

5. The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Company by their respective authorized officers and an authorized person on behalf of the limited liability company as of the day and year first above written.

South Florida Internal Medicine Group, Inc., a
Florida corporation

By: _____

Name: Jose Armas, M.D.
Title: President

South Florida Internal Medicine Group, LLC, a
Delaware limited liability company

By: _____

Name: Martin Chavez
Title: Manager

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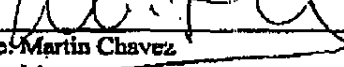
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Company by their respective authorized officers and an authorized person on behalf of the limited liability company as of the day and year first above written.

South Florida Internal Medicine Group, Inc., a
Florida corporation

By: _____
Name: Jose Armas, M.D.
Title: President

South Florida Internal Medicine Group, LLC, a
Delaware limited liability company

By: 
Name: Martin Chavez
Title: Manager

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Exhibit A

Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER
OF
SOUTH FLORIDA INTERNAL MEDICINE GROUP, INC.
AND
SOUTH FLORIDA INTERNAL MEDICINE GROUP, LLC**

This Agreement and Plan of Merger (this "Plan of Merger") dated as of September 27, 2006 is made by and between SOUTH FLORIDA INTERNAL MEDICINE GROUP, INC., a Florida corporation (the "Constituent Corporation"), and SOUTH FLORIDA INTERNAL MEDICINE GROUP, LLC., a Delaware limited liability company (the "Company" or the "Surviving Company").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Business Corporation Act and the Delaware Limited Liability Company Act, pursuant to the terms of a Contribution and Merger Agreement (the "Merger Agreement"), the Constituent Corporation shall be merged with and into the Company, which shall be the surviving entity (the "Merger") and the separate existence of the Constituent Corporation shall cease. The Company shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Corporation in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Company without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

2. The Certificate of Formation of the Company as in effect on the Effective Date shall remain in effect and be the Certificate of Formation of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law.

3. The Initial Operating Agreement of the Company as in effect on the Effective Date shall remain in effect and be the operating agreement of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law and such operating agreement.

4. From and after the Effective Date, the Managers of the Company immediately prior to the Effective Date shall be the Managers of the Surviving Company. The Managers of the Company and their business addresses are as follows:

Martin Chavez
85 Broad Street
New York, NY 10005

Kevin Jordan
85 Broad Street
New York, NY 10005

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5. On the Effective Date, all of the issued and outstanding shares of capital stock of the Constituent Corporation shall, by virtue of the Merger and without any action on the part of the respective holders thereof, become and be converted into the right to receive its pro rata share of the purchase price as set forth in the Merger Agreement, such pro rata share of the purchase price to be received partially in senior membership interests and partially in common membership interests of Holdings (the "Merger Consideration") and each treasury share of capital stock of the Constituent Corporation outstanding immediately prior to the Merger, if any, shall be canceled, and no payment shall be made in respect thereof.

6. The Merger shall become effective on the day that both the Articles of Merger are filed with the Secretary of State of the State of Florida and the Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date").

7. At the effective time of the Merger, each shareholder of the Constituent Corporation shall receive such shareholder's share of the then distributable Merger Consideration and each such shareholder shall also be entitled to receive deferred payments, from time to time, with respect to any additional amounts of Merger Consideration that subsequently become distributable in accordance with the terms of the Merger Agreement, if any.

8. The proper officers of the Constituent Corporation and the Surviving Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

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IN WITNESS WHEREOF, the Constituent Corporation and the Company have caused this Plan of Merger to be signed by their respective authorized officers.

SOUTH FLORIDA INTERNAL MEDICINE
GROUP, INC. a Florida corporation

By: 

Name: Jose Arnias

Title: Chief Executive Officer

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SOUTH FLORIDA INTERNAL MEDICINE
GROUP, LLC, a Delaware limited liability
company

By: 

Name: Martin Chavez

Title: Manager

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