

M/10 0000 6245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

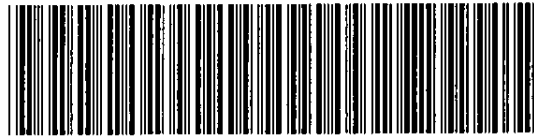
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DEC 15 2011

EXAMINER



700214619527

12/15/11--01026--002 \*\*205.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 13 PM 4:00

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 13 PM 4:00

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** Kim Weidenbach

**DATE:** 12/13/11

**REF. #:** 000321.158725

**CORP. NAME:** SENSUS HEALTHCARE LLC (FL) merging into: SENSUS HEALTHCARE, LLC (DE)

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION       | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                   | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION           | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                   | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION     |   |  |
| <input checked="" type="checkbox"/> OTHER: MERGER FILING |   |  |

**STATE FEES PREPAID WITH CHECK#** 542596 **FOR \$** 205.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

FILED STATE  
SECRETARY OF CORPORATIONS  
11 DEC 13 PM 4:00

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

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

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

L16606000176

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sensus Healthcare, LLC	Florida	limited liability company

**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>
Sensus Healthcare, LLC	Delaware	limited liability company

**THIRD:** The agreement and plan of merger, the form of which is attached hereto as Attachment 1 (the "Plan of Merger"), was approved by Sensus Healthcare, LLC, a Florida limited liability company that is a party to the merger in accordance with Section 608.438, Florida Statutes.

**FOURTH:** The Plan of Merger was approved by Sensus Healthcare, LLC, a Delaware limited liability company, that is a party to the merger in accordance with the applicable laws of the state of Delaware, under which such entity is formed.

**FIFTH:** The effective date of the merger is the date this document is filed with the Florida Department of State.

**SIXTH:** The principal office address of Sensus Healthcare, LLC, a Delaware limited liability company (the "Surviving Entity"), is: 18659 Ocean Mist Drive, Boca Raton, Florida 33498. The Surviving Entity is filing with this Certificate of Merger an application for authorization to transact business in Florida, a form of which is attached hereto as Attachment 2.

**SEVENTH:** The Surviving Entity agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss. 608.4351-608.43595, Florida Statutes.

*[Signature page as follows]*

The undersigned have caused this Certificate of Merger to be executed on the 12<sup>th</sup> day of December, 2011.

**MERGING ENTITY:**

SENSUS HEALTHCARE, LLC, a Florida  
limited liability company

By: 

Name: Joseph C. Sardano

Title: Managing Member, President and  
Chief Executive Officer

**SURVIVING ENTITY:**

SENSUS HEALTHCARE, LLC, a  
Delaware limited liability company

By: 

Name: Joseph C. Sardano

Title: President and Manager

ATTACHMENT 1

AGREEMENT AND PLAN OF MERGER

See attached.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 12<sup>th</sup> day of December, 2011, by and among SENSUS HEALTHCARE, LLC, a Delaware limited liability company (the "Surviving Entity") and SENSUS HEALTHCARE, LLC, a Florida limited liability company (the "Merging Entity").

### WITNESSETH:

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, the Merging Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized actions by the members of the Merging Entity and by the Board of Managers and the members of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act.

NOW THEREFORE, in consideration of the mutual promises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. MERGER. At the Effective Time (as herein defined), the Merging Entity shall be merged with and into the Surviving Entity upon the terms and conditions set forth in this Agreement.

2. SURVIVING ENTITY. At the Effective Time:

(a) The Surviving Entity shall be the surviving entity of the Merger and shall continue to exist as a limited liability company under and be governed by the laws of the State of Delaware, with all of the rights and obligations as are provided by Delaware law;

(b) The Merging Entity shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger; and

(c) Management of the Surviving Entity shall be vested in the Board of Managers of the Surviving Entity, whose principal address is 18659 Ocean Mist Drive, Boca Raton, Florida 33498.

3. CHARTER DOCUMENTS. At the Effective Time:

(a) The Certificate of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Certificate of Organization of the Surviving Entity;

(b) The Limited Liability Company Agreement of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement of the Surviving Entity; and

(c) The members of the Surviving Entity immediately prior to the Effective Time shall be the members of the Surviving Entity, and the Board of Managers of the Surviving Entity immediately prior to the Effective Time shall be the Board of Managers of the Surviving Entity and shall retain such designation for the term provided by law or in the Limited Liability Company Agreement, or until his successor is elected and qualified.

4. **MANNER AND BASIS OF CONVERTING INTERESTS.** At the Effective Time, (a) all of the issued and outstanding membership interests of the Merging Entity and any rights to acquire membership interests or other securities or obligations of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no membership interests of the Surviving Entity or cash or other property will be issued in exchange therefor or in respect thereof, and (b) all of the issued and outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number and type of membership interests of the Surviving Entity as such members owned prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and adopted and/or approved by the members of the Merging Entity and by the Board of Managers and the members holding a majority of the outstanding membership interests of the Surviving Entity. The members of the Merging Entity (acting by and through any representative of the Merging Entity designated by the members) and the Board of Managers and the members holding a majority of the outstanding membership interests of the Surviving Entity (acting by and through a Manager or any representative of the Surviving Entity designated by the Board of Managers) shall be, and hereby is, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time of filing of the Certificate of Merger with respect to the Merger with the Office of the Secretary of State of the State of Delaware (the "**Effective Time**").

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Entity and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

*(Signatures on following page)*



ATTACHMENT 2

APPLICATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA

See attached.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

**1. SENSUS HEALTHCARE, LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

**2. Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

**3. 27-1647271**

(FEI number, if applicable)

**4. 5/7/2010**

(Date of Organization)

**5. Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

**6. Upon filing with the Florida Department of State**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

**7. 851 Broken Sound Parkway NW, #215, Boca Raton, Florida 33487**

(Street Address of Principal Office)

**8. If limited liability company is a manager-managed company, check here ☒**

**9. The name and usual business addresses of the managing members or managers are as follows:**

Managers: Joseph C. Sardano, Don Stansberry, Jr., Samuel O'Rear, John Heinrich,  
and Mark Gordon Cherney, all at 851 Broken Sound Parkway NW,  
# 215, Boca Raton, Florida 33487

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**11. Nature of business or purposes to be conducted or promoted in Florida: Healthcare services**

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

By: Joseph C. Sardano, President and Manager

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SENSUS HEALTHCARE, LLC

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

2. The name and the Florida street address of the registered agent and office are:

Stephen Arnold, CPA

(Name)

851 Broken Sound Parkway NW, #215

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Boca Raton

FL 33487

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# *Delaware*

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SENSUS HEALTHCARE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SENSUS HEALTHCARE, LLC" WAS FORMED ON THE SEVENTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

AUTHENTICATION: 9224413

DATE: 12-13-11