

N9700000 2439

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BREVARD CARDIOLOGY GROUP, INC., a Florida corporation (Charter  
#J28014)

INTO

WUESTHOFF BREVARD CARDIOLOGY GROUP, INC., a Florida corporation,  
N97000002439

File date: May 21, 1997

Corporate Specialist: Louise Flemming-Jackson

LAW OFFICES OF  
STROMIRE, BISTLINE, MINICLIER,  
MCDERMOTT & GRIFFITH  
AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS

1970 MICHIGAN AVENUE  
BUILDING E  
COCOA, FLORIDA 32922

(407) 639-0505

HAROLD T. BISTLINE, P.A.  
JOSEPH E. MINICLIER, P.A.  
DANIEL L. MCDERMOTT, P.A.  
FRANK J. GRIFFITH, JR., P.A.

OF COUNSEL  
LEON STROMIRE, P.A.  
PATRICIA K. OLNEY, P.A.  
LEALAND L. LOVERING, P.A.

MAILING ADDRESS:  
POST OFFICE BOX 8248  
COCOA, FLORIDA 32924-8248  
FAX (407) 636-1170

May 5, 1997

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Wuesthoff Brevard Cardiology Group, Inc./  
Brevard Cardiology Group, Inc./  
Articles of Merger

900002167789--4  
-05/06/97--01095--011  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies and Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Merger for WUESTHOFF BREVARD CARDIOLOGY GROUP, INC., and BREVARD CARDIOLOGY GROUP, INC., along with our check in the amount of \$122.50 for the following:

Filing fee	\$ 70.00	(\$35.00 for each corporation)
Certified copy	52.50	
Total	\$122.50	

Please return the certified copy to this office. Thank you for your assistance.

Very truly yours,

Harold T. Bistline

*Mr. Bistline said  
to file on 5/5/97*



HTB:sh  
Enclosures  
cc: Rebecca Colker

*merger  
HTB  
5-2-97*

97 MAY 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
97 MAY 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 14, 1997

HAROLD T. BISTLINE  
POST OFFICE BOX 8248  
COCOA, FL 32924-8248

SUBJECT: WUESTHOFF BREVARD CARDIOLOGY GROUP, INC.  
Ref. Number: N97000002439

We have received your document for WUESTHOFF BREVARD CARDIOLOGY GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the date of adoption of the plan of merger by the shareholders or by the directors when no vote of adoption by the shareholders is required and a statement to that effect, for the profit corporation (merging corporation). The non profit (surviving corporation) must state that there are no members or members entitled to vote for the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 697A00025803

LAW OFFICES OF  
STROMIRE, BISTLINE, MINICLIER,  
MCDERMOTT & GRIFFITH  
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May 20, 1997

VIA FEDERAL EXPRESS

Ms. Louise Jackson, Supervisor  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Wuesthoff Brevard Cardiology Group, Inc.  
Ref. Number: N9700002439

Dear Ms. Jackson:

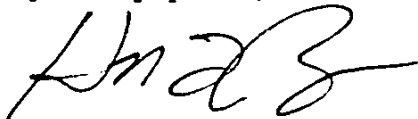
Thank you for speaking with me on the telephone Monday regarding the referenced.

Enclosed are Articles of Merger of Brevard Cardiology Group, Inc. and Wuesthoff Brevard Cardiology Group, Inc. with the corrections specified in Ms. Velma Shepard's letter to me of May 14, 1997.

Please accept these corrected Articles of Merger for filing with an effective date of the date the original Articles were received by your office which our records show as May 6, 1997.

Thank you for your assistance and please call if there are any questions.

Very truly yours,



Harold T. Bistline

HTB/pc  
Enclosures

FILED  
97 MAY 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 MAY 21 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

BREVARD CARDIOLOGY GROUP, INC.

and

WUESTHOFF BREVARD CARDIOLOGY GROUP, INC.

The undersigned Florida Corporations, by their authorized officers, and pursuant to Section 617.1105, Florida Statutes, do hereby execute these Articles of Merger and certify as follows:

ARTICLE I

PLAN OF MERGER

1. The names of the corporations planning to merge are Brevard Cardiology Group, Inc. and Wuesthoff Brevard Cardiology Group, Inc. The surviving corporation shall be Wuesthoff Brevard Cardiology Group, Inc., a Florida not-for-profit corporation, hereafter designated as the surviving corporation.

2. Title to all real estate and other property of both corporations or any interest therein shall vest in the surviving corporation without reversion or impairment.

3. The surviving corporation shall assume, be responsible for and liable for all of the liabilities and obligations of both parties to this merger.

4. Any claim existing or action or proceeding pending by or against either corporation may be continued as if the merger did not occur or the surviving corporation may be substituted in the

proceeding for the Brevard Cardiology Group, Inc., which corporation shall cease to exist upon filing of these Articles of Merger.

5. Neither the rights of creditors or any liens upon the property of either corporation shall be impaired by the merger.

6. No changes in the Articles of Incorporation of the surviving corporation shall occur as a result of this merger.

## ARTICLE II

### ADOPTION OF PLAN OF MERGER

1. On May 5, 1997, the Board of Directors of Brevard Cardiology Group, Inc. adopted the Plan of Merger by unanimous vote of all directors present in person or by proxy at said meeting and the votes cast in favor of the Plan of Merger were sufficient for its adoption. No vote of the shareholders was required to adopt the Plan of Merger.

2. On May 5, 1997, the Board of Directors of the surviving corporation, Wuesthoff Brevard Cardiology Group, Inc., met and by unanimous vote of the three (3) members of the Board, approved the Plan of Merger and the votes cast in favor of the Plan of Merger were sufficient for its adoption. The corporation has no members entitled to vote on the Plan of Merger.

ARTICLE III

EFFECTIVE DATE OF ARTICLES OF MERGER

These Articles of Merger shall become effective upon filing with the Department of State.

IN WITNESS WHEREOF, the parties to these Articles of Merger have affixed their signatures this 20 day of May, 1997.

BREVARD CARDIOLOGY GROUP, INC.

By: [Signature]  
ROBERT O. CARMAN, President

Date: 5-20-97, 1997

WUESTHOFF BREVARD CARDIOLOGY GROUP, INC.

By: [Signature]  
ROBERT O. CARMAN, President

Date: 5-20-97, 1997

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Merger was acknowledged before me this 20<sup>th</sup> day of May, 1997 by ROBERT O. CARMAN, President of Brevard Cardiology Group, Inc. and Wuesthoff Brevard Cardiology Group, Inc., who is personally known to me.

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA  
Printed Name: CARLENE J. KINCAID  
My commission expires:

(SEAL)

