

N97000007041

Serristain, Anne, Clerk, P.A.
Mark Fitzpatrick

Requestor's Name

314 North Calhoun St.

Address

Tallahassee, FL 32301

City/State/Zip

Phone # 577-4557

850-51478

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pasteur Delivery Systems Incorporated
(Corporation Name) (Document #)
2. Merger
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
01 JAN 16 PM 4:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

☐ Walk in

☐ Pick up time _____

☒ Certified Copy

☒ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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-01/17/01--01001--011
****157.50 *****78.75

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

AD

ARTICLES OF MERGER
Merger Sheet

MERGING:

PASTEUR DELIVERY SYSTEMS INCORPORATED, a Florida corporation
M14373

INTO

TOTAL HEALTH CHOICE, INC., a Florida entity, N97000007041

File date: January 16, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER OF
PASTEUR DELIVERY SYSTEMS INCORPORATED
INTO
TOTAL HEALTH CHOICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §§ 607.1104, 607.1108 and 607.1109, Florida Statutes, PASTEUR DELIVERY SYSTEMS INCORPORATED and TOTAL HEALTH CHOICE, INC., desiring to effect a merger, each adopt and execute these Articles of Merger for the purpose of merging PASTEUR DELIVERY SYSTEMS INCORPORATED into TOTAL HEALTH CHOICE, INC., and set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is:

TOTAL HEALTH CHOICE, INC.
8701 S.W. 137th Avenue, Suite 200
Miami, Florida 33183

Neither the name of the surviving corporation nor its articles of incorporation have been changed as a result of the merger.

ARTICLE II

The Plan of Merger, attached hereto as Exhibit "A," was fully adopted and approved by the Board of Directors of TOTAL HEALTH CHOICE, INC. and PASTEUR DELIVERY SYSTEMS INCORPORATED on December 29, 2000. The effective date of the merger is December 29, 2000.

ARTICLE III

100% of the outstanding shares of PASTEUR DELIVERY SYSTEMS INCORPORATED are owned by TOTAL HEALTH CHOICE, INC. In that there are no other shareholders of the subsidiary corporations, no notice to, or vote by, the shareholders is required.

ARTICLE IV

Although PASTEUR DELIVERY SYSTEMS INCORPORATED is a wholly owned subsidiary of TOTAL HEALTH CHOICE, INC., and, accordingly, there are no dissenting shareholders, TOTAL HEALTH CHOICE, INC. hereby appoints the Secretary of State as its agent for service of process with respect to any proceeding to enforce any obligation or right of a

dissenting shareholder. Furthermore, TOTAL HEALTH CHOICE, INC. hereby agrees to promptly pay any dissenting shareholder the amount, if any, to which they are entitled under § 607.1302, Florida Statutes.

Dated this 29 day of December, 2000.

TOTAL HEALTH CHOICE, INC.



Kenneth Rimmer
its President

PASTEUR DELIVERY SYSTEMS INCORPORATED



Kenneth Rimmer
its President

PLAN OF MERGER

1. PASTEUR DELIVERY SYSTEMS INCORPORATED (Subsidiary) is a wholly owned subsidiary of TOTAL HEALTH CHOICE, INC. ("Total"), and Total owns 100% of the outstanding shares of all classes of stock of the Subsidiary.

2. Effective as of this 29 day of December, 2000, the Subsidiary shall be merged (the "Merger") with and into Total, with Total the surviving corporation. Total's articles of incorporation shall remain unchanged as a result of the Merger.

3. Upon the effectiveness of the Merger, all of the issued and outstanding shares of the Subsidiary's capital stock shall automatically, by virtue of the Merger and without any action by the holder thereof, be canceled and extinguished. The effect of the Merger shall be as follows:

- a. The separate existence of the Subsidiary shall cease.
- b. Total shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as private nature, of the Subsidiary. All property, real, personal or mixed, including, but not limited to, the property described in attachment "1", all debts due on whatever account, including subscriptions to shares, all other choses in action, and every other interest of or belonging to or due to Subsidiary shall be taken and deemed to be transferred to and vested in Total, subject to the approval and consent of applicable regulatory authorities, without further act or deed; and the title to any real estate, or any interest therein, vested in the Subsidiary shall not revert or be in any way impaired by reason of the Merger.
- c. Total shall thenceforth be responsible and liable for all the liabilities and obligations of the Subsidiary, and any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the Merger had not taken place, or Total may be substituted in their place. Neither the rights of creditors nor any liens upon the property of the Subsidiary shall be impaired by the Merger.

4. Shareholders of the Subsidiary dissenting from the Merger, if any, who, except for the applicability of § 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to § 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding dissenting shareholders, to be paid the fair value of their shares.

Dated this 29 day of December, 2000.

TOTAL HEALTH CHOICE, INC.



Kenneth Rimmer
its President

PASTEUR DELIVERY SYSTEMS INCORPORATED

A handwritten signature in cursive script, appearing to read "K Rimmer", is written over a horizontal line.

Kenneth Rimmer
its President

LEGAL DESCRIPTION

**3233 Palm Avenue
Hialeah, Florida**

**Tract A of Pasteur Trace, according to the plat thereof, as recorded in
Plat Book 99, at Page 74 of the Public Records of Dade County, Florida.**

EXHIBIT 1

LEGAL DESCRIPTION
1333 Coral Way (S.W. 22nd Street)
Miami, Florida

Lots 22, 23 and 24, less the South 25 feet of each of said Lots, all in Block 2 of KENTUCKY CORNERS, according to the Plat thereof, as recorded in Plat Book 12 at Page 11 of the Public Records of Dade County, Florida. Also known as Lots 22, 23, and 24, Less the South 25 thereof in Block 2 of KENTUCKY CORNERS, according to the Plat thereof, as recorded in Plat Book 12 at Page 11 of the Public Records of Dade County, Florida.

CERTIFICATE OF WAIVER

TOTAL HEALTH CHOICE, INC. ("Total"), a Florida Not-For-Profit Corporation, hereby certifies that:

1. TOTAL HEALTH CHOICE, INC. is the owner of one hundred percent (100%) of the issued and outstanding shares of all of the stock of PASTEUR DELIVERY SYSTEMS INCORPORATED ("Subsidiary"); and,

2. Pursuant to § 607.1104(3), Florida Statutes, Total hereby waives the requirement of mailing of the Plan of Merger whereby the Subsidiary will be merged with and into Total.

Dated this 29 day of December, 2000.

TOTAL HEALTH CHOICE, INC.

A handwritten signature in dark ink, appearing to read 'K. Rimmer', is written over a horizontal line.

Kenneth Rimmer
its President

RESOLUTION APPROVING PLAN OF MERGER

The undersigned, being all the Directors and Shareholders of PASTEUR DELIVERY SYSTEMS INCORPORATED, a Florida corporation, do hereby take and adopt the following actions in writing, without meeting:

RESOLVED AS FOLLOWS:

1. The Plan of Merger, attached hereto as Exhibit "A," whereby PASTEUR DELIVERY SYSTEMS INCORPORATED is merged into TOTAL HEALTH CHOICE, INC., is hereby approved.
2. That the President and Secretary be and are hereby authorized and directed to execute Articles of Merger, Plan of Merger and Certificate of Waiver, and to have said instruments filed in the office of the Secretary of State in Tallahassee, Florida.
3. That the President and Secretary be and are hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

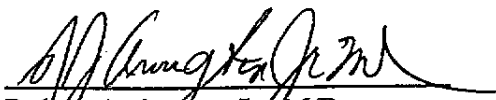
Dated this 29 day of December, 2000.

TOTAL HEALTH CHOICE, INC.



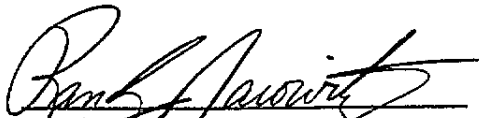
Kenneth Rimmer
its President and Director

TOTAL HEALTH CHOICE, INC.



Robyn Arrington, Jr., M.D.
its Secretary and Director

TOTAL HEALTH CHOICE, INC.



Randy Marowitz
its Treasurer and Director

PASTEUR DELIVERY SYSTEMS
INCORPORATED



Kenneth Rimmer
its President and Director

PASTEUR DELIVERY SYSTEMS
INCORPORATED



Robyn Arrington, Jr., M.D.
its Secretary

RESOLUTION APPROVING PLAN OF MERGER

The undersigned, being all the Directors and Shareholders of TOTAL HEALTH CHOICE, INC., a Florida corporation, do hereby take and adopt the following actions in writing, without meeting:

RESOLVED AS FOLLOWS:

1. The Plan of Merger, attached hereto as Exhibit "A," whereby PASTEUR DELIVERY SYSTEMS INCORPORATED is merged into TOTAL HEALTH CHOICE, INC., is hereby approved.

2. That the President and Secretary be and are hereby authorized and directed to execute Articles of Merger, Plan of Merger and Certificate of Waiver, and to have said instruments filed in the office of the Secretary of State in Tallahassee, Florida.

3. That the President and Secretary be and are hereby authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

Dated this 29 day of December, 2000.

TOTAL OF FLORIDA HOLDINGS
COMPANY, INC.



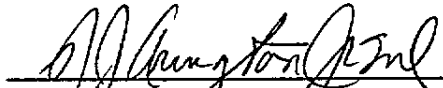
Kenneth Rimmer
its Sole Director

TOTAL HEALTH CHOICE, INC.



Kenneth Rimmer
its President and Director

TOTAL HEALTH CHOICE, INC.



Robyn Arrington, Jr., M.D.
its Secretary and Director

TOTAL HEALTH CHOICE, INC.



Randy Narowitz
its Treasurer and Director