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Manager  
cc

1-23-07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Clinic Building Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Daniel Harmon

(Contact Person)

Daniel Harmon Attorney

(Firm/Company)

8317 Front Beach Rd. Suite 16

(Address)

Panama City Beach FL 32407

(City/State and Zip Code)

For further information concerning this matter, please call:

Daniel Harmon

(Name of Contact Person)

At (850) 832-3167

(Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 4, 2008

DANIEL HARMON  
8317 FRONT BEACH RD., SUITE 16  
PANAMA CITY BEACH, FL 32407

SUBJECT: THE CLINIC BUILDING, INC.  
Ref. Number: P00000008815

We have received your document for THE CLINIC BUILDING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 408A00000714

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2008 JAN 22 AM 8:00

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
REGISTRATION SECTION

**DANIEL HARMON III**  
ATTORNEY AT LAW

8317 Front Beach Road  
Suite 16  
Panama City Beach, Florida 32407

Tel (850) 249-2231  
Fax (850) 249-2232  
dharmon@knology.net

January 17, 2008

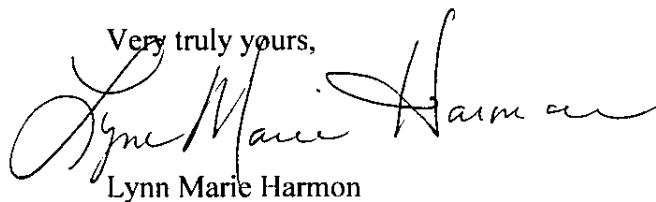
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: THE CLINIC BUILDING, INC  
REF: Number: P00000008815

Dear Sir or Madam:

Enclosed please find Correction on Current Name on Document corrected.  
Please continue filing as previously requested. If you have any Questions  
Please feel free to call me (850) 249-2231.

Very truly yours,



Lynn Marie Harmon

/LMH

Enc. as stated

## ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger entered into this 1<sup>st</sup> day of March, 2007, by and between 309 MEDICAL PLAZA, INC. ("309"), and THE CLINIC BUILDING, INC., ("CBI").

WITNESSETH:

WHEREAS, the Board of Directors of 309 and CBI, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective members that 309 merge with CBI under and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes; and

WHEREAS, the respective members of CBI and 309 have approved the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On March 1st, 2007, all of the directors and the number of votes of the members sufficient for approval of CBI adopted and approved these Articles and Plan of Merger. On March 1<sup>st</sup>, 2007, all of the directors and the number of votes of the members sufficient for approval of members of 309 adopted and approved these Articles and Plan of Merger.

2. Merger. 309 shall be and hereby is merged into CBI.

3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.

4. **Surviving Corporation.** CBI shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of 309 shall cease forthwith upon the Effective Date.

5. Articles of Incorporation. The Articles of Incorporation of CBI following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any member, director or officer of CBI or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of CBI separate and apart from these Articles and Plan of Merger and may be separately certified as the Articles of Incorporation of CBI.

6. Bylaws. The Bylaws of CBI shall be the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions hereof.

7. Further Assurance of Title. If at any time CBI shall consider or be advised that any acknowledgments or assurances or other similar actions are necessary or desirable in order to acknowledge or confirm in and to CBI any right, title or interest of 309 held immediately prior to the Effective Date, 309 and its proper officers and directors shall execute and deliver all such acknowledgments or assurances in law or do all things necessary or proper to acknowledge or confirm such right, title or interest in CBI as shall be necessary to carry out the purposes of these Articles of Merger, and CBI and the proper officers and directors thereof are fully authorized to take any and all such action in the name of 309 or otherwise.

8. Conversion of Membership. Forthwith upon the Effective Date, each of the stockholders of 309 and all rights in respect thereof shall become stockholders of CBI.

9. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of CBI in accordance with the following:

a. The assets and liabilities of 309 shall be recorded at the amounts at which they are carried on the books of 309 immediately prior to the Effective Date with appropriate adjustments.

10. Directors. The names of the first directors of CBI following the Effective Date, who shall be 7 in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

NEAL P. DUNN  
DENIS E. HEALY  
JAY C. BEISWARGER  
CARLOS E. RAMOS  
J. NICOLE EISENBROWN  
MICHAEL A. JENKINS  
WARREN T. HITT

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11. Officers. The names of the first officers of CBI following the Effective Date, who shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office, are as follows:

Neal P. Dunn  
Denis Healy

President  
Secretary

12. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of CBI as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of CBI.

13. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Articles and Plan of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

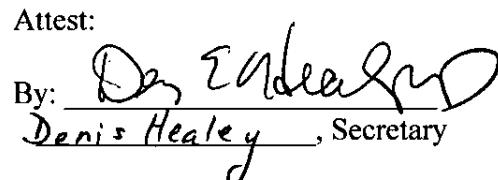
309 MEDICAL PLAZA, INC.

By:   
Warren T. Hitt, President

Attest:  
By:   
Warren T. Hitt, Secretary

THE CLINIC BUILDING, INC.

By:   
Neal P. Dunn, President

Attest:  
By:   
Denis Healey, Secretary