

P00000010394

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Jose R. Mellado D.M.D. P.C.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation  
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

900003303439--9  
-06/23/00--01033--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Marjorie E. Wolasky, Esq.  
(Name of Person)

Law Offices of Marjorie E. Wolasky  
(Firm/Company)

7685 S.W. 104th Street, Suite 220  
(Address)

Miami, Florida 33156  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

900003303439--9  
-07/21/00--01004--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Marjorie E. Wolasky at ( 305 ) 669-9660  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED  
00 JUN 23 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/29/00  
Morgan  
CJ

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JOSE R. MELLADO, D.M.D., P.A., a Florida entity, document P00000010394

INTO

**JOSE R. MELLADO M.D.P.C.**, a Pennsylvania corporation not qualified in  
Florida.

File date: June 23, 2000

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 6, 2000

MARJORIE WOLASKY  
7685 S.W. 104TH STREET, SUITE 220  
MIAMI, FL 33156

SUBJECT: JOSE R. MELLADO, D.M.D., P.A.  
Ref. Number: P00000010394

We have received your document for JOSE R. MELLADO, D.M.D., P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 800A00037553

**Marjorie E. Wolasky**  
*Attorney at Law*

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7685 SW 104<sup>th</sup> Street \* Suite 220 \* Miami, Florida 33156  
Telephone (305) 669-9660 \* Fax (305) 667-6161  
Email: MWolasky@aol.com

July 19, 2000

*By: Airborne Express*

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Attn: Carol Mustain

*Re: Articles of Merger of Jose R. Mellado, D.M.D., P.A.*


Dear Ms. Mustain:

Enclosed please find our check number 6785 in the amount of \$35.00 which is the missing fee to file the attached articles of merger.

We are enclosing again the Articles of Merger, Plan of Merger, Certificate of Good Standing from the Commonwealth of Pennsylvania, copy of your letter and check number 6723 submitted on 06/22/00.

Please mail this document back to us as soon as it is filed. Should you have any questions, please feel free to contact us.

Sincerely,  
LAW OFFICES OF MARJORIE E. WOLASKY

  
Annabella Barboza  
Legal Assistant

Enclosures

jul/melladalet

## ARTICLES OF MERGER

ARTICLES OF MERGER of Jose R. Mellado, D.M.D., P.A., a Florida corporation ("Mellado Florida") and Jose R. Mellado M.D. P.C., a Pennsylvania Corporation ("Mellado Pennsylvania.")

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Mellado Florida and Mellado Pennsylvania adopt the following Articles of Merger.

1. The Plan of Merger dated May 15, 2000 ("Plan of Merger"), between Mellado Florida and Mellado Pennsylvania was approved and adopted by the shareholders of Mellado Florida on May 15, 2000 and was adopted by the shareholders of Mellado Pennsylvania on May 15, 2000.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Mellado Florida's stock will be acquired by means of a merger of Mellado Florida into Mellado Pennsylvania with Mellado Pennsylvania the surviving corporation. The surviving corporation shall be known as Jose R. Mellado, D.M.D., P.A. in the State of Florida and as Jose R. Mellado, M.D., P.C. in the State of Pennsylvania.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effective date of the Plan of Merger shall be on June 30, 2000 at 5:00 p.m..

IN WITNESS WHEREOF, the parties have set their hands this 15<sup>th</sup> day of May 2000.

ATTEST:

  
\_\_\_\_\_  
Jose R. Mellado, Secretary

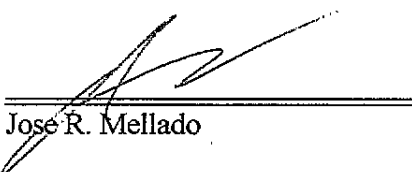
Jose R. Mellado, D.M.D., P.A.  
a Florida corporation

By: 

\_\_\_\_\_  
Jose R. Mellado, President

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00 JUN 23 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTEST:

  
\_\_\_\_\_  
Jose R. Mellado

Jose R. Mellado, M.D., P.C.  
a Pennsylvania corporation

By: 

\_\_\_\_\_  
Jose R. Mellado, CEO

6/19/00

## PLAN OF MERGER

PLAN OF MERGER approved on May 15, 2000 by Jose R. Mellado, D.M.D., P.A. ("Mellado Florida") which is a business corporation organized under the laws of the State of Florida and by resolution adopted by its Board of Directors on said date and approved on May 15, 2000 by Jose R. Mellado, D.M.D., P.C. ("the Pennsylvania Corporation"), which is a business corporation organized under the laws of the Commonwealth of Pennsylvania and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. Mellado Florida and Mellado Pennsylvania shall, pursuant to the provisions of Florida Statutes Section 607.1101 and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation. Mellado Pennsylvania shall be the surviving corporation but shall be known as Jose R. Mellado, D.M.D., P.A. in the State of Florida and Jose R. Mellado, D.M.D., P.C. in the State of Pennsylvania following the date of the merger and is sometimes hereinafter referred to as the "surviving corporation" and shall continue to exist as said surviving corporation under the Commonwealth of Pennsylvania however the surviving corporation shall become qualified to transact business in the State of Florida. The separate existence of the Mellado Florida, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of Florida Law Section 607.1101.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania except that the surviving corporation shall be known as Jose R. Mellado, D.M.D., P.A. in the State of Florida and shall continue to be known as Jose R. Mellado D.M.D., P.C. in the State of Pennsylvania upon the effective date of the merger.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

respective successors or until their tenure is otherwise terminated in accordance with the by laws of the surviving corporations.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each share which is issued as of the effective date of the merger shall continue to represent an issued share of the surviving corporation.

6. Upon the merger of the terminating corporation with and into the surviving corporation in accordance with provisions of the Florida Corporation Law 607.1101 and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger on behalf of said corporations, respectively in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the terminated corporation and of the surviving corporation respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

8. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same shall be June 21, 2000.

Jose R. Mellado, D.M.D., P.C.  
a Pennsylvania Corporation

  
\_\_\_\_\_  
Jose R. Mellado, CEO

Attest:

  
\_\_\_\_\_  
Jose R. Mellado, Secretary

Jose R. Mellado, D.M.D., P.A.,  
a Florida Corporation

  
\_\_\_\_\_  
Jose R. Mellado, President

Attest:

  
\_\_\_\_\_  
Jose R. Mellado, Secretary

6/9/00

JUN 27 2000

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number

2598613

Secretary of the Commonwealth

## ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Jose R. Mellado, D.M.D., P.C.

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 912 Lincoln Woods Lafayette Hills, P.A. 19444  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_ The surviving corporation is a qualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
 Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_  
 Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Jose R. Mellado D.M.D., P.A.	Law Offices of Marjorie E. Wolasky	Dade
	7685 S.W. 104th Street, Suite 220	
	Miami, Florida 33156	

PA. DEPT. OF STATE

2000 JUN 27 AM 10:19



4. (Check, and if appropriate complete, one of the following):

\_\_\_ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

\_\_\_ The plan of merger shall be effective on: June 30, 2000 at 9:00 A.M.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>Jose R. Mellado, D.M.D. P.C.</u>	<u>Shareholder Approval</u>
<u>Jose R. Mellado, D.M.D. P.A.</u>	<u>Shareholder Approval</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

\_\_\_ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 9th day of JUNE 2000.

Jose R. Mellado D.M.D. P.C.  
(Name of Corporation)

BY: [Signature] 6/1/00  
(Signature)

TITLE: CEO

Jose R. Mellado D.M.D. P.A.  
(Name of Corporation)

BY: Jose R. Mellado  
(Signature)

TITLE: President

## PLAN OF MERGER

COPY

PLAN OF MERGER approved on May 15, 2000 by Jose R. Mellado, D.M.D., P.A. ("Mellado Florida") which is a business corporation organized under the laws of the State of Florida and by resolution adopted by its Board of Directors on said date and approved on May 15, 2000 by Jose R. Mellado, D.M.D., P.C. ("the Pennsylvania Corporation"), which is a business corporation organized under the laws of the Commonwealth of Pennsylvania and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. Mellado Florida and Mellado Pennsylvania shall, pursuant to the provisions of Florida Statutes Section 607.1101 and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation. Mellado Pennsylvania shall be the surviving corporation but shall be known as Jose R. Mellado, D.M.D., P.A. in the State of Florida and Jose R. Mellado, D.M.D., P.C. in the State of Pennsylvania following the date of the merger and is sometimes hereinafter referred to as the "surviving corporation" and shall continue to exist as said surviving corporation under the Commonwealth of Pennsylvania however the surviving corporation shall become qualified to transact business in the State of Florida. The separate existence of the Mellado Florida, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of Florida Law Section 607.1101.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania except that the surviving corporation shall be known as Jose R. Mellado, D.M.D., P.A. in the State of Florida and shall continue to be known as Jose R. Mellado D.M.D., P.C. in the State of Pennsylvania upon the effective date of the merger.

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4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their

respective successors or until their tenure is otherwise terminated in accordance with the by laws of the surviving corporations.

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7. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger on behalf of said corporations, respectively in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the terminated corporation and of the surviving corporation respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger.

8. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern the same shall be June 21, 2000.

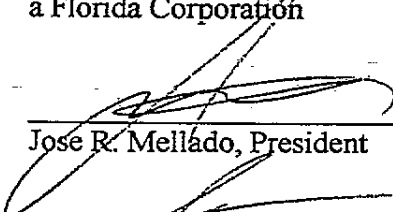
Jose R. Meliado, D.M.D., P.C.  
a Pennsylvania Corporation

  
\_\_\_\_\_  
Jose R. Mellado, CEO

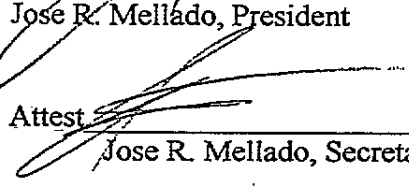
Attest:

  
\_\_\_\_\_  
Jose R. Mellado, Secretary

Jose R. Mellado, D.M.D., P.A.,  
a Florida Corporation

  
\_\_\_\_\_  
Jose R. Mellado, President

Attest

  
\_\_\_\_\_  
Jose R. Mellado, Secretary

6/9/00