

P00000023925

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

LONGBOAT ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$95.00

Handwritten signature and date 12/17/01

12/17/2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDI MANAGEMENT, INC., an Ohio corporation not qualified in Florida

INTO

LONGBOAT ENTERPRISES, INC., a Florida entity, P00000023925.

File date: December 19, 2001 , effective December 31, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2001

LONGBOAT ENTERPRISES, INC.
P O BOX 10508
LONGBOAT KEY, FL 34228

SUBJECT: LONGBOAT ENTERPRISES, INC.
REF: P00000023925

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The corporate name shown in section #7 of the Articles of Merger is incorrect. It states the name of the surviving corporation is LONGBOAT KEY ENTERPRISES, INC. Please delete the word "KEY" in the name throughout section #7.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000121802
Letter Number: 001A00066330

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FAXED

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2001

LONGBOAT ENTERPRISES, INC.
P O BOX 10508
LONGBOAT KEY, FL 34228

SUBJECT: LONGBOAT ENTERPRISES, INC.
REF: P00000023925

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000121802
Letter Number: 601A00066203

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

((H01000121802 2))

EFFECTIVE DATE

12-31-01

ARTICLES OF MERGER OF DOMESTIC AND
FOREIGN CORPORATIONS INTO
LONGBOAT ENTERPRISES, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of the corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation

State of Corporation

Longboat Enterprises, Inc.

Florida

Medi Management, Inc.

Ohio

Longboat Enterprises, Inc., a Florida corporation, is the surviving corporation

2. The laws of the State under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is Longboat Enterprises, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida. The principal office of the surviving corporation is 435 L'Ambiance Drive PHM, Longboat Key, Florida 34228.

4. The plan of merger attached hereto as Exhibit "A" was approved on December 13, 2001 by the directors and shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved on December 13, 2001 by the directors and shareholders of the undersigned foreign corporation in the manner prescribed by the laws of the State of Ohio under which it is organized.

5. The merger shall become effective as of December 31, 2001.

6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

7. Longboat Enterprises, Inc., a Florida corporation, as the surviving corporation, hereby consents to be sued and served with process in the State of Ohio and hereby appoints the Secretary of the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against Longboat Enterprises, Inc., a Florida corporation, any obligation of Medi Management, Inc., an Ohio corporation, or to enforce the rights of a dissenting shareholder of Medi Management, Inc.

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8. Longboat Enterprises, Inc., a Florida corporation, desires to transact business in the State of Ohio, as a foreign corporation, and appoints Randy Richards, Esq., of Two Miranova Place, Suite 310, Columbus, Ohio 43215, as statutory agent with respect to service of any process, notice of demand.

LONGBOAT ENTERPRISES, INC.,
a Florida corporation

Dated: Dec 14, 2001

By: Edward A. Martell
Edward A. Martell
Its: President

MEDI MANAGEMENT, INC., an Ohio corporation

Dated: Dec 14, 2001

By: Edward A. Martell
Edward A. Martell
Its: President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of December, 2001, by Edward A. Martell as President of Longboat Enterprises, Inc., a Florida corporation, who is personally known to me (☒) or who has produced (☐) as identification.

David G. Bowman, Jr.
Notary Public/My commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA



David G. Bowman, Jr.
MY COMMISSION # CC871893 EXPIRES
November 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing instrument was acknowledged before me this 14th day of December, 2001, by Edward A. Martell as President of Medi Management, Inc., an Ohio corporation, who is personally known to me (☒) or who has produced (☐) as identification.

David G. Bowman, Jr.
Notary Public/My commission expires:



David G. Bowman, Jr.
MY COMMISSION # CC871893 EXPIRES
November 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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Dec 14 01 04:27p

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DEC.14.2001 3:55PM BOWMAN GEORGE SCHUB TONLE

NO.146 P.2/2

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ACCEPTANCE BY STATUTORY AGENT IN THE STATE OF OHIO

The undersigned hereby accepts appointment as Statutory Agent of Longboat Enterprises, Inc., pursuant to Paragraph 8 of the foregoing Articles of Merger and acknowledges that he is familiar with and accepts the obligations of that position.

Dated this 14th day of December, 2001.


Randy Richards, Statutory Agent

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EXHIBIT "A"

PLAN OF MERGER

Plan of merger dated December 13, 2001 between Longboat Enterprises, Inc., a Florida corporation, referred to as the surviving corporation, and Medi Management, Inc., an Ohio corporation, referred to as the absorbed corporation.

STIPULATIONS

A. Longboat Enterprises, Inc., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 435 L'Ambiance Drive, PHM, Longboat Key, Florida 34228.

B. Longboat Enterprises, Inc., has a capitalization of 10,000 authorized shares of \$0.01 common stock, on which 1,000 shares are issued and outstanding.

C. Medi Management, Inc. is a corporation organized and existing under the laws of the State of Ohio with its principal office at 435 L'Ambiance PHM, Longboat Key, Florida 34228.

D. Medi Management, Inc., an Ohio corporation, has a capitalization of 500 authorized shares of no par value common stock of which 20 shares are issued and outstanding.

E. The board of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Medi Management, Inc., an Ohio corporation, be merged into Longboat Enterprises, Inc., a Florida corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and the Ohio Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Medi Management, Inc., an Ohio corporation, shall merge with and into Longboat Enterprises, Inc., a Florida corporation, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the no par value commons stock of Medi Management, Inc., an Ohio corporation, issued and outstanding on the effective date of the merger shall be converted into 20 shares of the \$0.01 common stock of Longboat Enterprises, Inc., a Florida corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation shall be issued. In lieu

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of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation, Longboat Enterprises, Inc., a Florida corporation, shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation, Longboat Enterprises, Inc., a Florida corporation, shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, Longboat Enterprises, Inc., a Florida corporation, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares and take all action necessary or appropriate under the laws of the State of Florida and the State of Ohio to consummate this merger.

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Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Ohio at meetings to be held on or before December 14, 2001, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be December 31, 2001.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either of the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 14, 2001; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Ohio.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ATTEST:

LONGBOAT ENTERPRISES, INC.,
a Florida corporation

By: Edward A. Martell - Pres
Edward A. Martell
Its: President

By: Martha S. Martell
Martha S. Martell
Its: Secretary

MEDI MANAGEMENT, INC., an Ohio corporation

By: Edward A. Martell - Pres
Edward A. Martell
Its: President

By: Martha S. Martell
Martha S. Martell
Its: Secretary

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ADOPTION OF PLAN OF MERGER
RESOLUTION OF BOARD OF DIRECTORS
OF
LONGBOAT ENTERPRISES, INC., A FLORIDA CORPORATION

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Medi Management, Inc., an Ohio corporation; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Medi Management, Inc., an Ohio corporation; it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

Further resolved that the president and secretary are authorized and directed to execute and deliver to Medi Management, Inc., an Ohio corporation, in the name of the corporation, the plan of merger or share exchange submitted to this meeting, a copy of which is attached hereto as Exhibit "A" and incorporated by reference; and

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of the shareholders called for December 13, 2001, at 435 L'Ambiance Drive PHM, Longboat Key, Florida, at the principal office of the corporation; and

Further resolved, that December 13, 2001 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger; and

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act and the Ohio Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

ATTEST:

LONGBOAT ENTERPRISES, INC.,
a Florida corporation


By:


Edward A. Martell

Its:

President

By:


Martha S. Martell

Its:

Secretary