

Division of Corporations

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**P00000058233**

**Florida Department of State**

**Division of Corporations**

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**From:**

**Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.**

**Account Number : 076077000521**

**Phone : (954)761-2910**

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**MERGER OR SHARE EXCHANGE**

**ONLINE PHYSICIAN OFFICE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

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TALLAHASSEE, FLORIDA**

*SL*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MD DEPOT, L.L.C., a Florida entity, L99000007271

INTO

**ONLINE PHYSICIAN OFFICE, INC.**, a Florida entity, P00000058233

File date: June 15, 2000

Corporate Specialist: Shawn Logan

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**ARTICLES OF MERGER  
OF  
MD DEPOT, L.L.C.  
INTO  
ONLINE PHYSICIAN OFFICE, INC.**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each party are as follows:

1. MD Depot, L.L.C., a Florida limited liability company  
1800 2<sup>nd</sup> Street, Suite 975, Sarasota, Florida 34236  
Florida Document/Registration Number: L99000007271  
FEIN:
2. Online Physician Office, Inc., a Florida corporation  
1800 2<sup>nd</sup> Street, Suite 975, Sarasota, Florida 34236  
Florida Document/Registration Number: P00000058233  
FEIN: Pending

**SECOND:** Online Physician Office, Inc., a Florida corporation located at 1800 2<sup>nd</sup> Street, Suite 975, Sarasota, Florida 34236 shall be the surviving corporation.

**THIRD:** The attached Plan of Merger meets the requirements of Sections 608.4381 and 607.1108, Florida Statutes, and was approved by each domestic limited liability company and domestic corporation that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization, operating agreement, articles of incorporation, or bylaws of either party to the merger.

**FIFTH:** The merger shall become effective upon filing these Articles of Merger with the Florida Department of State.

**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Merger as of the 15 day of June, 2000.

MD DEPOT, L.L.C.

By: [Signature]  
Name: William Boyette  
Title: President

ONLINE PHYSICIAN OFFICE, INC.

By: [Signature]  
Name: ALEXANDRA MILLER  
Title: PRESIDENT

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## PLAN OF MERGER

The following is the Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.4381, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

1. MD DEPOT, L.L.C., a Florida limited liability company (the "Terminating Corporation").
2. Online Physician Office, Inc., a Florida corporation (the "Surviving Corporation")

**SECOND:** Online Physician Office, Inc., a Florida corporation shall be the surviving corporation.

**THIRD:** The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the Surviving Corporation, when the merger becomes effective, shall be the Articles of Incorporation of the Surviving Corporation.
2. The Bylaws of the Surviving Corporation will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Act.
3. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the directors and 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 Bylaws of the Surviving Corporation.

**FOURTH:** The manner and basis of converting the securities of each merged party into securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

When the merger becomes effective the membership interests of the Terminating Corporation will convert into 7,400,000 shares of Class B Common Stock, par value \$.001 per share of the Surviving Corporation, divided proportionally among the holders of the membership interests, in accordance with their membership interests. All issued and outstanding shares of the Surviving Corporation shall remain unaffected by the Merger.

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