

P00000103589

CT CORPORATION SYSTEM

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR -2 PM 4:31

CORPORATION(S) NAME

~~(1) Concierge MD, Inc. (Amendment)~~ (2) Concierge MD, Inc. "Fla" & Concierge MD, Inc. (Del)

into  
MDVIP, Inc. Merger

700003796257--1  
03/02/01 01072--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

700003796257--1  
03/02/01 01072--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Beverly  
Stacey

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/2/01

File 2nd MS.

Order#: 3732353

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 MAR -2 PM 1:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONCIERGE M.D., INC., a Florida corporation P00000103589  
,

INTO

**CONCIERGE MD, INC.**, a Delaware corporation not qualified in Florida.

File date: March 2, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER  
OF  
CONCIERGE MD, INC.  
A Florida Corporation  
INTO  
CONCIERGE MD, INC.  
A Delaware Corporation**

**UNDER THE NAME OF:**

**MDVIP, INC.**

*(Pursuant to section 607.1109 of the Florida Statutes)*

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

Name & Address	Jurisdiction	Entity Type	FEIN
CONCIERGE MD, INC.	Florida Reg Number: F00000103589	Corporation	Applied for

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

Name & Address	Jurisdiction	Entity Type
CONCIERGE MD, INC.	Delaware	Corporation

**THIRD:** The attached Agreement and Plan of Merger (the "Plan of Merger") meets the requirements of section(s) 607.1101(5)(7) and (9), of the Florida Statutes, and was approved by each corporation, that is a party to the merger in accordance with Chapter 607 of the Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other corporation that is party to the merger in accordance with the respective laws of all applicable jurisdictions (Delaware and Florida).

**FIFTH:** The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation party to the merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- SIXTH:** The surviving entity agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which they are entitled under sections 607.1302 of the Florida Statutes.
- SEVENTH:** The surviving entity has obtained the written consent of each shareholder, that as a result of the merger is now a shareholder of the surviving entity pursuant to sections 607.1108(5) of the Florida Statutes.
- EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions (Delaware and Florida) and is not prohibited by the articles of incorporation of any of the corporations that are parties to the merger.
- NINTH:** The merger shall become effective upon filing the Certificate of Merger with the Secretary of State of Delaware.
- TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.
- ELEVEN:** Signatures follow.

**Surviving Corporation:**

CONCIERGE MD, INC., a Delaware corporation

By: Steve Geller  
Steve Geller, Chairman of the Board

**Disappearing Corporation:**

CONCIERGE MD, INC., a Florida corporation

By: Steve Geller  
Steve Geller Chairman of the Board

## **AGREEMENT AND PLAN OF MERGER**

The attached Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 607.1107, is being submitted in accordance with section(s) 607.1105 and 607. 1108 of the Florida Statutes.

(Attached)

AGREEMENT AND PLAN OF MERGER

OF

CONCIERGE MD, INC.  
(a Florida corporation)

into

CONCIERGE MD, INC.  
(a Delaware corporation)

under the name of

MDVIP, INC.

AGREEMENT AND PLAN OF MERGER approved on December 16, 2000 by CONCIERGE MD, INC. ("CMD Delaware"), a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on December 18, 2000 by CONCIERGE MD, INC. ("CMD Florida"), a business corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date.

WHEREAS, CMD Delaware is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road Suite 400, Wilmington, DE 19808, County of New Castle;

WHEREAS, CMD Delaware will be amending its Certificate of Incorporation to change the name of the corporation to MDVIP, Inc. and increasing the original authorized shares to 10,000,000;

WHEREAS, CMD Florida is a business corporation of the State of Florida with its registered office therein located at 3732 N. W. 16<sup>th</sup> Street, Fort Lauderdale, Florida 33311;

WHEREAS, the total number of shares of stock which CMD Florida has authority to issue is 10,000, all of which are of one class and no par value; and,

WHEREAS, CMD Delaware and CMD Florida and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge CMD Florida with and into CMD Delaware pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of CMD Delaware and duly approved by a resolution adopted by the Board of Directors of CMD Florida, the Agreement and Plan of Merger and the terms and conditions

thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. CMD Delaware and CMD Florida shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, be merged with and into a single corporation, to wit, MDVIP, INC., a Delaware corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of CMD Florida, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the said effective time in accordance with the provisions of said and the Florida Business Corporation Act.

2. The Amended and Restated Certificate of Incorporation of the surviving corporation, filed simultaneously with the Certificate of Merger, shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first 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 corporation.

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

6. In the event that this Agreement and Plan of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of

Delaware and Florida, and that they will cause to be performed all necessary acts within the States of Delaware and Florida, and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and 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 Agreement and Plan of Merger or of the merger herein provided for.

The effective time of the Agreement and Plan of Merger and the time the merger therein agreed upon shall become effective upon the filing of the Certificate of Merger with the Secretary of State in Delaware.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the constituent parties thereto.

Dated: December 18, 2000.

**Surviving Corporation**

CONCIERGE MD, INC., a Delaware corporation

By:   
Steve Geller, Chairman of the Board

Dated: December 18, 2000

**Disappearing Corporation**

CONCIERGE MD, INC., a Florida corporation

By:   
Steve Geller, Chairman of the Board

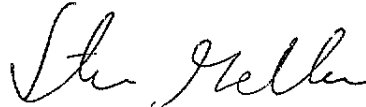


CERTIFICATE OF SECRETARY OF

CONCIERGE MD, INC.,  
a Delaware corporation

The undersigned, being the Secretary of CONCIERGE MD, INC., a Delaware corporation, does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: December ~~28~~<sup>29</sup>, 2000



Secretary of CONCIERGE MD, INC.

CERTIFICATE OF SECRETARY OF

CONCIERGE MD, INC.,  
a Florida corporation

The undersigned, being the Secretary of CONCIERGE MD, INC., a Florida corporation does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Sections 607.1101-607.1104 of the Florida Business Corporation Act.

Dated: December 20, 2000



Secretary of CONCIERGE MD, INC.