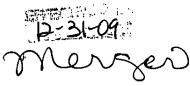
B1000054110

| (Paguactoria Nama) | | | | | |
|---|--|--|--|--|--|
| (Requestor's Name) | | | | | |
| | | | | | |
| (Address) | | | | | |
| | | | | | |
| (Address) | | | | | |
| | | | | | |
| (City/State/Zip/Phone #) | | | | | |
| | | | | | |
| PICK-UP WAIT MAIL | | | | | |
| | | | | | |
| | | | | | |
| (Business Entity Name) | | | | | |
| | | | | | |
| (Document Number) | | | | | |
| | | | | | |
| Certified Copies Certificates of Status | | | | | |
| | | | | | |
| | | | | | |
| Special Instructions to Filing Officer: | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |





500163876855



12/28/09--01007--021 **70.00

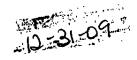
SECRETARY, GESTATE

TICO

14/10

COVER LETTER

| TO: Amendment S Division of Co | ection orporations | | 41 | t par a disa | A COMMON STREET |
|---------------------------------|---|------------------|-----------------|---------------------------|--------------------|
| SUBJECT: | Heart Cente | r of Charl | otte P A | . | 4. |
| SUBJECT | Name of Survivi | ing Corporation | one, i .A. | <u> </u> | |
| The enclosed Articles | of Merger and fee are su | ıbmitted for | filing. | | |
| Please return all corre | spondence concerning th | is matter to | following: | | |
| David | A. Holmes, Esquire | | _ | | |
| | | | | | |
| | Farr Law Firm Firm/Company | | _ | | |
| g | 9 Nesbit Street | | | | |
| | Address | | - | | |
| | a Gorda, FL 33950 City/State and Zip Code | | _ | | |
| | | | | | |
| E-mail address: (to b | olmes@farr.com e used for future annual repo | rt notification) | - | | |
| For further informatio | n concerning this matter | , please call: | | | |
| | ara Lockhart | At (_ | | 639-1158 | |
| Name | of Contact Person | | Area Co | de & Daytime Telephone N | umber |
| Certified copy (o | ptional) \$8.75 (Please sen | d an additions | al copy of your | document if a certified o | copy is requested) |
| STREET ADI | | | | ADDRESS: | |
| Amendment Section | | | Amendmen | | |
| Division of Corporations | | | | Corporations | |
| Clifton Buildir | | | P.O. Box 63 | | |
| 2661 Executive Tallahassec, Fi | e Center Circle orida 32301 | | i allahassee, | , Florida 32314 | |



ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Section 607.1109 of the Florida Statutes.

<u>ARTICLE I</u>

The exact name and jurisdiction of the disappearing entity is as follows:

<u>NAME</u>

HEART CENTER
DIAGNOSTICS, INC.
Document No. P01000110737

JURISDICTION FLORIDA FILED IN 1:0

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME
HEART CENTER OF
CHARLOTTE, P A.
Document No. P01000054110

JURISDICTION FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 of the Florida Statutes. All of the directors and shareholders of the surviving entity and the disappearing entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the surviving entity or the Articles of Incorporation of the disappearing entity.

ARTICLE V

The effective date of this merger shall be December 31, 2009.

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this day of <u>Occanter</u>, 2009.

SURVIVING ENTITY:

HEART CENTER OF CHARLOTTE,

a Florida corporation

Victor N. Howard, M.D., President

DISAPPEARING ENTITY:

HEART CENTER DIAGNOSTICS, INC.

a Florida corporation

Victor N. Howard, M.D., President

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 607.1108 and 607.1109, *Florida Statutes*.

RECITALS:

WHEREAS, HEART CENTER DIAGNOSTICS, INC., a Florida corporation (Document Number P01000110737) (the "Disappearing Entity") desires to merge with and into HEART CENTER OF CHARLOTTE, P.A., a Florida corporation (Document Number P01000054110) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the officers, directors, and shareholders of the Surviving Entity and the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each merging entity are as follows:

| <u>NAME</u> | <u>JURISDICTION</u> |
|--|---------------------|
| HEART CENTER DIAGNOSTICS, INC. Document No. P01000110737 (Disappearing entity) | FLORIDA |
| HEART CENTER OF CHARLOTTE, P.A Document No. P01000054110 | FLORIDA |

ARTICLE II

The terms and conditions of the merger are as follows:

- 1. The Effective Date of the merger shall be December 31, 2009.
- 2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all

1

(Surviving entity)

of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

- 3. The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
- 4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.
- 5. Because the Surviving Entity and the Disappearing Entity are identical, there shall be no conversion of the shares of the Disappearing Entity, nor any payment therefor and the shares of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any shareholder of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

ARTICLE III

The name and address of the president of the Surviving Entity is:

VICTOR N. HOWARD, M.D. 990 Boulevard of the Arts No. 1502 Sarasota, Florida 34236

SURVIVING ENTITY:

DISAPPEARING ENTITY:

HEART CENTER OF CHARLOTTE, P.A., a Florida corporation

HEART CENTER DIAGNOSTICS, INC. a Florida corporation

Victor N. Howard, M.D., President

Victor N. Howard, M.D., President

By: