

PO2000079753

LAW OFFICES OF
ROBERT J. NORTON, P.A.
ATTORNEY AT LAW
BANK OF AMERICA BUILDING
SUITE 408
PUNTA GORDA, FLORIDA 33950

ROBERT J. NORTON, ESQUIRE
ALSO ADMITTED TO MICHIGAN BAR
REGISTERED PATENT ATTORNEY

FACSIMILE (941) 575-1547

MAILING ADDRESS
126 E. OLYMPIA AVE., SUITE 408
PUNTA GORDA, FLORIDA 33950

TELEPHONE (941) 639-0311 & 637-1515

August 13, 2002

Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Usha Chandrasa, M.D., P.A.**

Enclosed is an original and one copy of the Articles of Amendment for the above referenced corporation along with a check in the amount of \$35.00 for the Filing Fee.

Once filed, please send all information to me at the above address.

I appreciate your assistance and if you have any questions, or require any additional information, please contact me.

Very Truly Yours,



Robert J. Norton

RJN:st
enclosures

800007196198--3
-08/19/02--01042--001
*****35.00 *****35.00

800007196198--3
-08/30/02--01068--002
*****35.00 *****35.00

ADR
8/19/02

X00789, 02544, 00671

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

USHA CHANDRAHASA, M.D., P.A., a Florida corporation P02000079756

INTO

GULF COAST ALLERGY CENTER, P.A., a Florida entity, P02000079753.

File date: September 6, 2002

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 22, 2002

Robert J. Norton, P.A.
126 E. Olympia Ave.
Suite 408
Punta Gorda, FL 33950

SUBJECT: USHA CHANDRAHASA, M.D., P.A.
Ref. Number: P02000079756

We have received your document for USHA CHANDRAHASA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 802A00049457

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gulf Coast Allergy Center, P.A.</u>	<u>Florida</u>	<u>P02000079753</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Usha Chandrasana, M.D., P.A.</u>	<u>Florida</u>	<u>P02000079756</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR not applicable / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 28, 2002.

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 28, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
02 SEP -6 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Gulf Coast Allergy Center, P.A. Usha Chandrasekhar Usha Chandrasekhar, President

Usha Chandrahasa, M.D., P.A. Usha Chandrahasa, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Gulf Coast Allergy Center, P.A.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Usha Chandrahassa, M.D., P.A.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Inadvertently two separate corporations were formed: Gulf Coast Allergy Center, Inc.
Usha Chandrahassa, M.D., P.A.

A single corporation is desired, named: Gulf Coast Allergy Center, P.A.

The terms of merger are that all assets, rights, liabilities, shareholders, directors, officers, etc., of the two merging corporations shall become those of the merged corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Usha Chandrahassa is the only shareholder of both merging corporations. The stock of neither corporation has been issued. Usha Chandrahassa shall ~~waive~~ right to receive any stock in
(Attach additional sheets if necessary)

either corporation but will receive an issuance of all of the stock in the newly created merged corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None

OR

Restated articles are attached:

Attached are restated Articles of Incorporation of the surviving corporation to be known as Gulf Coast Allergy Center, P.A.

Other provisions relating to the merger are as follows:

None

Restated
**Articles of Incorporation
of
Gulf Coast Allergy Center, P.A.**

The undersigned subscriber to these Articles of Incorporation, being the natural person competent to contract, and who is licensed or otherwise legally authorized to render the professional services herein described, hereby forms and establishes a professional service Corporation under Chapter 621 of the Laws of the State of Florida.

Article I - Name

The name of this Corporation is **Gulf Coast Allergy Center, P.A.**

Article II - Nature of Business

This Corporation may engage in each and every aspect of the general practice of medicine (but only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services) and engage in any and every other activity permitted, from time to time, for a Corporation so formed to engage in.

Article III - Capital Structure

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of the same class each having a pare value of \$0.10.

Article IV - Beginning Capital

The amount of capital with which this Corporation shall begin business is \$500.00.

Article V - Term of Existence

The date when this Corporation's existence shall commence shall be the date of the filing of the Articles if Incorporation by the Department of State and it shall exist thereafter in perpetuities.

Article VI - Initial Address

The street address of the principal office of this Corporation is to be 3524 Tamiami Trail, Suite E, Port Charlotte, Florida 33952. The Board of Directors may designate such other and additional addresses and/or places for the principal office of this Corporation as it may, from time to time, see fit.

Article VII - Directors

The number of directors by which the business of this corporation shall be conducted shall be determined by the shareholders. However, in no event that the number of directors be less than one (1). This Corporation shall have one director initially whose name and street address is follows:

Usha Chandrasasa

*3524 Tamiami Trail, Suite E
Port Charlotte, FL 33952*

Article VIII - Designation of Registered Agent and Registered Office

The initial registered agent of this Corporation for the purposes of accepting process within the state shall be **Usha Chandrasasa**, whose street address is 3524 Tamiami Trail, Suite E., Port Charlotte, Florida 33952. The initial registered office of this Corporation is 3524 Tamiami Trail, Suite E., Port Charlotte, Florida 33952.

Article IX - Subscribers

The name and street address of each person signing these Articles of Incorporation as a subscriber is:

Usha Chandrasasa

*3524 Tamiami Trail, Suite E
Port Charlotte, FL 33952*

Article X - Restriction on Transfer of Stock

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set forth next to her name:

Usha Chandrasasa

100 shares

Shares held by the initial shareholder may not be resold or otherwise transferred to any other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms of which, and the time within such shares may be offered and sold be further specified in written agreement among all of the shareholders of this Corporation.

Article XI - Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of

September, 2002.


1st Witness

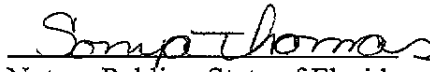

2nd Witness

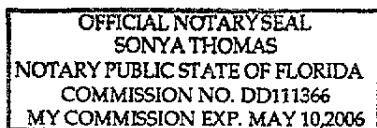

Usha Chandrasa

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above take acknowledgments, personally appeared **Usha Chandrasa** to me known or who has produced as identification a FL drivers license, and who executed the foregoing Articles of Incorporation, and she acknowledges that she executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 5th day of September, 2002.


Notary Public - State of Florida



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS**

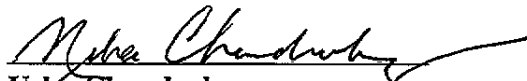
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Gulf Coast Allergy Center, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 3524 Tamiami Trail, Suite E. Port Charlotte, Florida 33952, County of Charlotte, State of Florida, has designated **Usha Chandrahase**, whose street address is 3524 Tamiami Trail, Suite E, Port Charlotte, Florida 33952, County of Charlotte, State of Florida, as its agent to accept service of process within the State.

Gulf Coast Allergy Center, P.A.

Acceptance

Having been designated as agent to accept service of process for the above named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Usha Chandrahase