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CT CORPORATION SYSTEM

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Division of Corporations

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P02 000124813

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RGGPLS, LLC

Certificate of Status	0
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\$60.00

P02-124813

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EFFECTIVE DATE

7-31-05

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>EGGELS Holding, Inc.</u> <u>13650 N.W. 8th Street, Suite 109</u> <u>Bunrise, FL 33325</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>PO2000124813</u>		FEI Number: <u>68-0530571</u>
2. <u>EGGELS, LLC</u> <u>13650 N.W. 8th Street, Suite 109</u> <u>Bunrise, FL 33325</u>	<u>Delaware</u>	<u>Limited Liability Company</u>
Florida Document/Registration Number: _____		FEI Number: _____
3. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

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EFFECTIVE DATE  
7-31-05

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EGGPLS, LLC	Delaware	Limited Liability Company
13630 N.W. 8th Street, Suite 109		
Sunrise, FL 33323		

Florida Document/Registration Number: not applicable

FBI Number: Applied for

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1103, 608.432, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.434, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member of person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1103(5), 608.431(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**DR**

July 31, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Notes: Please see instructions for required signatures.)

Name of Entity[illegible]

Typed or Printed Name of Individual

RGCPIS Holding, Inc.

Glenn Parker, President

RGGPLS, LLC

Glenn Parker, Member and Manager

(Attach additional sheet(s) if necessary)

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
RGGPLS Holding, Inc.	Florida
RGGPLS, LLC	Delaware

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RGGPLS, LLC	Delaware

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

With effect from the close of business on the Effective Date (as defined below), RGGPLS Holding, Inc. and RGGPLS, LLC shall merge and without further action on the part of any person:

(a) all the rights, privileges, and powers of RGGPLS Holding, Inc. and all property (real, personal and mixed) of RGGPLS Holding, Inc. before the merger shall vest in RGGPLS, LLC by virtue of the merger;

(b) all the liabilities and obligations of RGGPLS Holding, Inc. immediately before the merger shall become the liabilities and obligations of RGGPLS, LLC by virtue of the merger; and

(c) RGGPLS Holding, Inc. shall cease to exist by operation of law.

(Attach additional sheet(s) if necessary)

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

With effect from the close of business on the Effective Date, each shareholder of RGGPLS Holding, Inc. shall, in exchange for its shares in RGGPLS Holding, Inc., hold a membership interest in RGGPLS, LLC having the same percentage interest in the profits, losses, and capital of RGGPLS, LLC that such member's ownership of shares represents in RGGPLS Holding, Inc.

- B. The manner and basis of converting ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Not applicable.

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Robert Gregg  
13650 N.W. 8th Street, Suite 109  
Sunrise, FL 33325

Lewis Stone  
13650 N.W. 8th Street, Suite 109  
Sunrise, FL 33325

Glenn M. Parker, M.D.  
13650 N.W. 8th Street, Suite 109  
Sunrise, FL 33325

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

This Agreement shall also constitute an "Agreement of Merger" within the meaning of Del. Code Ann. tit. 6 Section 18-209.

**EIGHTH:** Other provisions, if any, relating to the merger:

The Effective Date shall be July 31, 2005

*(Attach additional sheet(s) if necessary)*

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