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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2019

SUNSHINE CORPORATE FILING OF FLORIDA INC.
AFO IMAGING, INC.

SUBJECT: AFO IMAGING, INC.
Ref. Number: P03000082442

*Corrected -
Please allow for
initial fee
date*

We have received your document and check(s) totaling \$375.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE COMPLETE THE DATE FOR THE SIXTH SECTION OF THE MERGER FORM.

PLEASE COMPLETE THE NAME OF THE FIRST CORPORATION BY ADDING "INCORPORATED" TO THE TITLE ON THE SIGNATURE PAGE.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 019A00011095

19 JUN - 11 PM 3:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

ST

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 5/31/2019

****WALK IN****

ENTITY NAME AFO IMAGING, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$140.00

CHECK # 6182

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AFO Imaging, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Deborah E. Kalstek, Paralegal

Contact Person

Hodgson Russ LLP

Firm/Company

140 Pearl St., Ste. 100

Address

Buffalo, NY 14202

City/State and Zip Code

matt.cameron@akumin.com

E-mail address: (to be used for future annual report notification) ✓

For further information concerning this matter, please call:

Deborah E. Kalstek, Paralegal

Name of Contact Person

At (716) 848-1371

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AFO Imaging, Inc.	Florida	P03000082442

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Family Open MRI of Orlando, Incorporated	Florida	P02000089804
Family Open MRI, Incorporated	Florida	P02000085139
Advanced Imaging Group, Inc.	Florida	P99000013535

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 ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 05/31/2019 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 05/31/2019.

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)

2019 JUN -3 AM 9:14
SECRETARY OF STATE
TREASURER
ASSISTANT

FILED

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Family Open MRI of Orlando, Inc.
Incorporated

Robert Nava

Robit Navani, President

Family Open MRI, Incorporated

Leah Naka

Rohit Navani, President

Advanced Imaging Group, Inc.

Kobuk Nawa.

Rohit Navani, President

AFO Imaging, Inc.

What Name:

Rohit Navani, President

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
AFO Imaging, Inc.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Family Open MRI of Orlando, Incorporated	Florida
Family Open MRI, Incorporated	Florida
Advanced Imaging Group, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Issued and Outstanding Subsidiary Stock of Family Open MRI of Orlando, Incorporated. The designation and number of outstanding shares of Subsidiary are 100 common shares, \$1.00 par value, all of which are owned by Parent. The number of shares is not subject to change prior to the Effective Date. Cancellation of Subsidiary Stock of Family Open MRI of Orlando, Incorporated. Upon the Effective Date, each issued and outstanding share of Subsidiary shall be cancelled and cease to exist without any consideration being paid to Parent, as the sole stockholder of Subsidiary.

Issued and Outstanding Subsidiary Stock of Family Open MRI, Incorporated. The designation and number of outstanding shares of Subsidiary are 100 common shares, \$1.00 par value, all of which are owned by Parent. The number of shares is not subject to change prior to the Effective Date. Cancellation of Subsidiary Stock of Family Open MRI, Incorporated. Upon the Effective Date, each issued and outstanding share of Subsidiary shall be cancelled and cease to exist without any consideration being paid to Parent, as the sole stockholder of Subsidiary.

Issued and Outstanding Subsidiary Stock of Advanced Imaging Group, Inc. The designation and number of outstanding shares of Subsidiary are 1,000,000 common shares, \$.01 par value, all of which are owned by Parent. The number of shares is not subject to change prior to the Effective Date. Cancellation of Subsidiary Stock of Advanced Imaging Group, Inc. Upon the Effective Date, each issued and outstanding share of Subsidiary shall be cancelled and cease to exist without any consideration being paid to Parent, as the sole stockholder of Subsidiary.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Certificate of Incorporation and By-Laws of Surviving Corporation. On the Effective Date, the Certificate of Incorporation and By-Laws of Parent, as in effect immediately prior to the Effective Date, will be the Certificate of Incorporation and By-Laws of the Surviving Corporation.

Directors and Officers. The persons who are the directors and officers of Parent immediately prior to the Effective Date will, on and after the Effective Date, continue as the directors and officers of the Surviving Corporation without change until their successors have been duly elected and qualified, or until their earlier death, removal or resignation.