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Division of Corporations

WEBSTER, CHAIRES

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Stephen P. Snow, M.D., P.A.

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Merger @ 4.15.04

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**ARTICLES OF MERGER
FOR STEPHEN SNOW, M.D., P.A., A FLORIDA PROFESSIONAL CORPORATION (THE
"SURVIVING CORPORATION"), AND KEITH C. VAN DYKE & STEPHEN P. SNOW, P.A., A
FLORIDA PROFESSIONAL CORPORATION (THE "MERGING CORPORATION")**

Pursuant to Section 607.1101, Section 607.1103 and Section 607.1105, Florida Statutes, the undersigned, as the Surviving Corporation and the Merging Corporation in the merger described herein, hereby submit the following information:

(1) The name of the surviving corporation shall be STEPHEN P. SNOW, M.D., P.A., a Florida professional corporation.

(2) The name of the merging corporation is Keith C. Van Dyke & Stephen P. Snow, M.D., P.A., a Florida professional corporation.

(3) Attached hereto as Exhibit 1 and made a part hereof is a copy of the Plan of Merger (the "Plan of Merger") for the merger described herein.

(4) The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

(5) The shareholders of the Surviving Corporation approved and adopted the Plan of Merger by unanimous action by consent of its shareholders dated the 7th day of June, 2006, executed in accordance with the requirements of Chapter 607, Florida Statutes.

(6) The shareholders of the Merging Corporation approved and adopted the Plan of Merger by unanimous action by consent of its shareholders dated the 7th day of June, 2006, executed in accordance with the requirements of Chapter 607, Florida Statutes.

Date: June 7, 2006

STEPHEN P. SNOW, M.D., P.A.
a Florida professional corporation

By: 
As its President

KEITH C. VAN DYKE &
STEPHEN P. SNOW, P.A.,
a Florida professional corporation

By: 
As its President

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EXHIBIT 1
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of this 7th day of June, 2006, by and among, STEPHEN P. SNOW, M.D., P.A., a Florida professional corporation (the "Surviving Corporation") and KEITH C. VAN DYKE & STEPHEN P. SNOW, P.A., a Florida professional corporation (the "Merging Corporation"), under the following circumstances:

(A) Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

(B) Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida. As of this date, it has seventy (70) shares of its common stock issued and outstanding.

(C) The shareholders of Surviving Corporation have adopted this Plan of Merger by unanimous Action by Consent dated the 7th day of June, 2006, and the shareholders of the Merging Corporation have adopted this Plan of Merger by unanimous Action by Consent dated the 7th day of June, 2006.

NOW THEREFORE, in consideration of the promises and agreements contained herein, the parties hereto agree as follows:

(1) The Merging Corporation shall be merged into what shall be the surviving corporation. The name of the surviving corporation shall be STEPHEN P. SNOW, M.D., P.A., a Florida professional corporation.

(2) At the effective date and time of the merger contemplated herein (the "Merger"): (1) the Merging Corporation shall be merged into Surviving Corporation, (2) the separate company existence of the Merging Corporation shall cease, (3) Surviving Corporation shall continue in existence without the necessity of other transfers or assumptions, (4) Surviving Corporation shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature of the Merging Corporation, and (5) Surviving Corporation shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Corporation.

(3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporation shall be transferred to and vested in Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Merging Corporation shall be thereupon vested in Surviving Corporation, without right of reversion or impairment.

(4) Notwithstanding the foregoing, if, at any time, Surviving Corporation shall deem it appropriate or be advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper officers of the Merging Corporation as of the effective date and time of the Merger, or in their absence, Surviving Corporation shall execute and deliver any and all proper deeds,

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assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

(5) Each Share of each of the Merging Corporations that is issued and outstanding shall be deemed cancelled, and no longer outstanding, as of the effective date of the Merger, by virtue of the merger and without action of the Shareholder, in recognition that each of the corporations are wholly owned by the same sole shareholder. As such, the outstanding certificate for the Surviving Corporation shall continue to represent one hundred percent (100%) of the ownership of the Surviving Corporation after the Merger is completed.

(b) No further action shall be required regarding the previously outstanding certificates for the shares of the Merged Corporations.

(6) The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

(7) The Articles of Incorporation and the Bylaws of Surviving Corporation shall remain in effect as the continuing Articles and Bylaws of Surviving Corporation, until amended or changed as provided for in such Bylaws of Surviving Corporation.

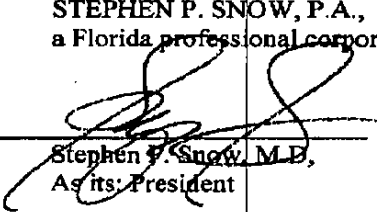
(8) The terms of the Merger, the mode of carrying such terms into effect, and the manner and basis of dissolving the Shareholders' interest in the Merging Corporation shall be at the effective date and time of the Merger, each Share of the Merging Corporation shall be canceled and surrendered and shares of Surviving Corporation shall be issued in replacement.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate name as of the date and year first written above.

STEPHEN P. SNOW, M.D., P.A.
a Florida professional corporation

KEITH C. VAN DYKE &
STEPHEN P. SNOW, P.A.,
a Florida professional corporation

By: 
As its: President

By: 
As its: President

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