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TALLAHASSEE FLORIDA

Merger
12/17/10
TC

Moulton McEachern & Walker

ATTORNEYS AT LAW

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December 16, 2010

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

VIA FEDERAL EXPRESS
(FedEx Tracking No. 8721 0285 6582)

Re: Owens & Reynolds, Inc.; Document No.: P10000010236 and
Douglas Reynolds, O.D., P.A.; Document No.: P04000156810

Subject: Filing Articles of Merger of Owens & Reynolds, Inc. and Douglas Reynolds,
O.D., P.A.

Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles of Merger of Owens & Reynolds, Inc. and Douglas Reynolds, O.D., P.A.; and
2. Our check in the amount of \$70.00 made payable to the *Florida Department of State* for your fees in filing the Articles of Merger.

Please return all correspondence concerning this matter to:

Bill McEachern, Jr., Esquire
Moulton McEachern & Walker, P.A.
Bank of America Building
5041 Bayou Boulevard, Suite 300
Pensacola, FL 32503

If you have any questions, or need any additional information concerning this matter, please contact me at 850-969-3151, ext. 21.

Sincerely yours,



Cathy Barger,
Legal Assistant to Bill McEachern, Jr.

/cgb
Enclosures

cc: Via E-Mail:
Douglas Reynolds, D.O. (w/encs)
Bill McEachern, Jr., Esquire (w/encs)

**ARTICLES OF MERGER
OF
OWENS & REYNOLDS, INC.,
a Florida corporation,
AND
DOUGLAS REYNOLDS, O.D., P.A.,
a Florida corporation**

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of Florida corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The name of the disappearing corporation is Owens & Reynolds, Inc. (the "**Disappearing Corporation**"), which is a corporation organized under the laws of the State of Florida and the existence of which will cease.

2. The name of the surviving corporation is Douglas Reynolds, O.D., P.A. (the "**Surviving Corporation**"), which is a corporation organized under the laws of the State of Florida and which shall be the surviving corporation.

3. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is set forth below.

4. Pursuant to the Plan of Merger, the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect with the same registered agent and registered office.

5. The merger shall be effective as of the date of filing with the Florida Department of State.

6. The Plan of Merger was approved and adopted by the sole shareholder of the Disappearing Corporation on December 15, 2010.

7. The Plan of Merger was approved and adopted by the sole shareholder of the Surviving Corporation on December 15, 2010.

8. The Surviving Corporation is and shall continue to be a professional service corporation under Chapters 621 and 607 of the Florida Statutes. The Disappearing Corporation qualifies for governance by Chapter 621 of the Florida Statutes after the merger.

9. The Plan of Merger is set forth below:

a. The Disappearing Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation continuing to exist as the surviving corporation, and the Disappearing Corporation ceasing to exist upon the effective date of the merger.

b. The Surviving Corporation's Articles of Incorporation and Bylaws as of the effective date of the merger shall continue in full force and effect, with the Surviving Corporation to continue to have the same registered agent and registered office as set forth in its last annual report. The Disappearing Corporation's Articles of Incorporation and Bylaws shall no longer be of any force or effect.

c. Each of the presently issued and outstanding shares of capital stock of the Disappearing Corporation, which was issued and outstanding immediately prior to the effective date of the merger, shall be converted into one issued and outstanding share of capital stock of the Surviving Corporation. Each of the shares of capital stock of the Surviving Corporation that are issued and outstanding as of the effective date of the merger shall remain in place and continue in full force and effect. There are no rights to acquire shares of any of the capital stock or any other rights of ownership in either the Surviving Corporation or the Disappearing Corporation.

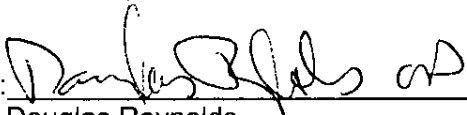
d. The directors and officers of the Disappearing Corporation have resigned effective on the date of the merger, and the directors and officers of the Surviving

Corporation shall continue to hold their offices and roles within the Surviving Corporation.

e. The officers and directors of the Disappearing Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do and take any and all acts and to execute and deliver any and all instruments or documents which may be necessary or appropriate to carry out or to put into effect the provisions of the Plan of Merger and the transactions contemplated hereby.

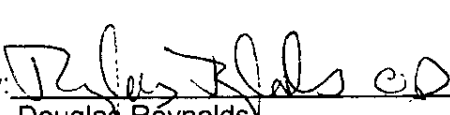
These Articles of Merger have been duly executed by each of the Disappearing Corporation and the Surviving Corporation on this 15th day of December, 2010.

OWENS & REYNOLDS, INC.,
a Florida corporation

By: 

Douglas Reynolds
Its: President

DOUGLAS REYNOLDS, O.D., P.A.,
a Florida corporation

By: 

Douglas Reynolds
Its: President