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MERGER OR SHARE EXCHANGE
ORBITAL AND OCULO-FACIAL CONSULTANTS, P.A.

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**ARTICLES OF MERGER
OF
BAY AREA ALLERGY AND ASTHMA CONSULTANTS, P.A. SECRETARY OF STATE
WITH AND INTO TALLAHASSEE, FLORIDA
ORBITAL AND OCULO-FACIAL CONSULTANTS, P.A.**

Orbital and Oculo-Facial Consultants, P.A. a Florida corporation ("OOFC"), hereby delivers to the Florida Department of State for filing the following Articles of Merger in accordance with Section 607.1105, Florida Statutes, for the merger of Bay Area Allergy and Asthma Consultants, P.A., a Florida corporation ("BAAAC"), with and into OOFC. OOFC shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. The foregoing Plan of Merger was:
 - (a) Approved and adopted by written consent of the sole director of OOFC on 6/23, 2011;
 - (b) Approved and adopted by written consent and by vote of the sole shareholder of OOFC, who was entitled to vote on such Merger, on 6/23, 2011;
 - (c) Approved and adopted by the sole director of BAAAC by written consent on 6/23, 2011; and
 - (d) Approved by written consent and by vote of the shareholder of BAAAC, who was entitled to vote on such Merger, on 6/23, 2011.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

**BAY AREA ALLERGY AND ASTHMA,
CONSULTANT, P.A.,
a Florida corporation**

By: 

Eva A. Berkes
As its President

**ORBITAL AND OCULO-FACIAL CONSULTANTS,
P.A., a Florida corporation**

By: 

Nicholas T. Monsul
As its President

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Exhibit A

**PLAN OF MERGER
OF
BAY AREA ALLERGY AND ASTHMA CONSULTANTS, P.A.
WITH AND INTO
ORBITAL AND OCULO-FACIAL CONSULTANTS, P.A.**

1. The names of the corporations planning to merge are Bay Area Allergy and Asthma Consultants, P.A., a Florida corporation ("BAAAC"), and Orbital and Oculo-Facial Consultants, P.A. a Florida corporation ("OOFC"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan") and in accordance with Section 607.1101, BAAAC will be merged with and into OOFC, and the separate corporate existence of BAAAC will cease and OOFC will continue as the surviving corporation (the "Merger").

2. The Merger shall be effective on July 1, 2011, (the "Effective Date").

3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges and powers of BAAAC will vest in OOFC, as the surviving corporation, and all liabilities and obligations of BAAAC will become the liabilities and obligations of OOFC, as the surviving corporation.

4. The Articles of Incorporation and the Bylaws of OOFC, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the Merger.

5. Each person who is a director or officer of OOFC immediately prior to the Effective Date of each Merger will continue to be a director or officer of OOFC, the surviving corporation in such Merger, from and after the Effective Date of such Merger and will serve in such capacity until his respective successor is duly elected or appointed, or until his death, resignation or removal.

6. On the Effective Date of the Merger, by virtue of such Merger and without any action on the part of any shareholder of BAAAC, each share of common stock of BAAAC, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind, and the sole shareholder of BAAAC and the sole shareholder of OOFC, who are husband and wife, by virtue of such Merger, shall own together, as tenants by the entireties, 100 percent of the shares, obligations or other securities in OOFC.

7. The shareholder of OOFC, who owns 100 shares that were issued and outstanding immediately prior to the Effective Date of the Merger, will now own 100 shares, as tenants by the entireties with the shareholder of BAAAC, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. This Plan has been submitted to and approved by the sole shareholder and sole director of BAAAC.

9. This Plan has been submitted to and approved by the sole shareholder and sole director of OOFC.

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10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the Merger, to the extent permitted by law.

11. There are no other terms or conditions to the merger.