

05/24/2013 15:23 FAX 3132288912

Division of Corporations

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FOWLER WHITE BOGGS

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**Central Florida Medical & Chiropractic Center, Inc.**

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TALLAHASSEE, FLORIDA  
70

**ARTICLES OF MERGER  
OF  
West Orlando Medical and Chiropractic Center, Inc.  
INTO  
Central Florida Medical & Chiropractic Center, Inc.**

The following Articles of Merger is being submitted in accordance with Section 607.1105 of the Florida Statutes:

**FIRST:** The name, jurisdiction, and entity type of the merging party (the "Merged Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
West Orlando Medical and Chiropractic Center, Inc.	Florida	corporation

Florida Document/Registration Number: P09000075956

**SECOND:** The name, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Central Florida Medical & Chiropractic Center, Inc.	Florida	corporation

Florida Document/Registration Number: P05000030055

**THIRD:** The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 607.1101 of the Florida Statutes, and on May 23<sup>rd</sup>, 2013 was approved by: (i) all the directors and shareholders of the Surviving Entity in accordance with Chapter 607.1103 of the Florida Statutes and (ii) the sole director and sole shareholder of the Merged Entity in accordance with Chapter 607.1103 of the Florida Statutes.

**FOURTH:** This merger is permitted by all laws of the State of Florida and is not prohibited by the articles of incorporation or the bylaws of the Surviving Entity or the articles of incorporation or the bylaws of the Merged Entity.

**FIFTH:** The effective date of the filing of this Articles of Merger shall be on the date such Articles of Merger are filed with the Florida Secretary of State.

[Signatures follow on next page.]

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This Articles of Merger complies with and was executed in accordance with the laws of the State of Florida this 23<sup>rd</sup> day of May, 2013.

**Merged Entity:**

**West Orlando Medical and Chiropractic Center, Inc.,**  
a Florida corporation

By: \_\_\_\_\_

  
Kathy Leotta, President

**Surviving Entity:**

**Central Florida Medical & Chiropractic Center, Inc.,**  
a Florida corporation

By: \_\_\_\_\_

  
Sean Leotta, President

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**Exhibit A**

**Plan of Merger**

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**PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") adopted effective as of the 23<sup>rd</sup> day of May, 2013, by and between Central Florida Medical & Chiropractic Center, Inc., a Florida corporation ("Surviving Entity") and West Orlando Medical and Chiropractic Center, Inc., a Florida corporation ("Merged Entity").

**WITNESSETH:**

WHEREAS, the Board of Directors and all the Shareholders of Surviving Entity and the sole Director and Shareholder of Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be accomplished as follows:

**ARTICLE I****Merger and Effective Date of Merger**

Following the filing of the Articles of Merger and effective on the date such Articles of Merger are filed with the Florida Department of State, Division of Corporations (the "Effective Date"), the merger described herein shall occur and Merged Entity shall merge into Surviving Entity and Surviving Entity shall merge Merged Entity into itself.

**ARTICLE II****Conversion of Shares**

(a) Upon the Effective Date, each share of stock in Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.

(b) Any and all shares of stock of the Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and the collective prior existing shares of stock of the Merged Entity shall be converted into 1 Share of stock of the Surviving Entity. As soon as practical after the Effective Date of the merger, Kathy Leotta, the holder of all issued stock certificates representing a Shareholder interest in Merged Entity shall tender her stock certificates to Surviving Entity for cancellation.

(c) There are no rights to acquire shares or ownership interest in Merged Entity or shares or ownership interest in Surviving Entity.

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**ARTICLE III**  
**Terms and Conditions**

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Incorporation, as amended, of the Surviving Entity shall remain in effect and unchanged as a result of this merger.

(b) Surviving Entity shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate (if any), whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper sole Director or Shareholder of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

**ARTICLE IV**  
**Approval of Merger by Shareholders and Directors of Surviving Entity and Merged Entity**

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by the sole Director and Shareholder of Merged Entity pursuant to Chapter 607 of the Florida Statutes, and the President of Merged Entity has been authorized and directed to execute and submit same in accordance with Section 607.1101 of

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the Florida Statutes.

(b) This Plan has been duly adopted and approved by the Board of Directors and Shareholders of Surviving Entity pursuant to Chapter 607 of the Florida Statutes, and the President of Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 607.1101 of the Florida Statutes.

(c) The names of the individuals that comprise the Board of Directors of Surviving Entity are:

Sean Leotta  
Kathy Leotta

[Signature Page Next]

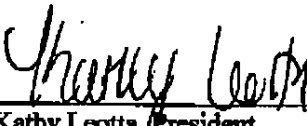
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The parties have caused this Plan to be duly executed as of the day and year first above-written.

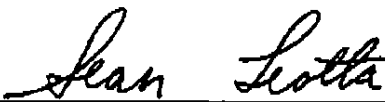
Merged Entity:

**West Orlando Medical and Chiropractic Center, Inc.,**  
a Florida corporation

By:   
Kathy Leotta, President

Surviving Entity:

**Central Florida Medical & Chiropractic Center, Inc.,**  
a Florida corporation

By:   
Sean Leotta, President

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