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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**DANIEL R. SPURRIER, M.D., INC.**

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*Merger*

*03/11/05*

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**ARTICLES OF MERGER**  
**OF**  
**DANIEL R. SPURRIER, M.D., P.C., a Mississippi corporation**  
**INTO**  
**DANIEL R. SPURRIER, M.D., INC., a Florida corporation**  
(Document No. P05000034441; Date of Incorporation: March 10, 2005)

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\_\_\_\_\_  
Under Section 607.1105 of Florida Statutes  
\_\_\_\_\_

EFFECTIVE DATE  
6/3/05

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

**FIRST:** The names of the corporations which are parties to the merger are **DANIEL R. SPURRIER, M.D., P.C.**, a Mississippi corporation (the "Mississippi Corporation"), and **DANIEL R. SPURRIER, M.D., INC.**, a Florida Corporation (the "Florida Corporation"). The surviving corporation is the Florida Corporation.

**SECOND:** The Plan of Merger is annexed hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

**THIRD:** The plan of merger was duly adopted by the unanimous vote of the Directors and shareholders of each party to the merger on the 10<sup>th</sup> day of March, 2005.

**FOURTH:** This merger shall be effective on the 3<sup>rd</sup> day of June, 2005, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

\_\_\_\_\_  
H. John Feldman, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #0382965  
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IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 10th day of March, 2005.

**DANIEL R. SPURRIER, M.D., P.C.,**  
a Mississippi corporation

By: *Daniel R. Spurrier, MD*  
**DANIEL R. SPURRIER, M.D., President**

ATTEST: *Daniel R. Spurrier, MD*  
**DANIEL R. SPURRIER, M.D.,**  
Secretary

**DANIEL R. SPURRIER, M.D., INC.,**  
a Florida corporation

By: *Daniel R. Spurrier, MD*  
**DANIEL R. SPURRIER, M.D., President**

ATTEST: *Daniel R. Spurrier, MD*  
**DANIEL R. SPURRIER, M.D.,**  
Secretary

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**EXHIBIT "A"**

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER is dated effective the 10<sup>th</sup> day of March, 2005, between **DANIEL R. SPURRIER, M.D., P.C.**, a Mississippi corporation, (the "Mississippi Corporation") and **DANIEL R. SPURRIER, M.D., INC.**, a Florida corporation, (the "Florida Corporation"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

**WITNESSETH:**

WHEREAS, the Mississippi Corporation, is a corporation duly organized and existing under the laws of the State of Mississippi, having an authorized capital stock of One Hundred (100) shares of common stock, of which as of the date hereof One Hundred (100) shares of common stock were validly issued and outstanding.

WHEREAS, the Florida Corporation is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of Ten Thousand (10,000) shares of common stock, of which as of the date hereof One Thousand (1,000) shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that the Mississippi Corporation be merged into the Florida Corporation.

WHEREAS, the Shareholders of the Mississippi Corporation will receive in exchange for their stock in the Mississippi Corporation, common stock of the Florida Corporation, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that the Mississippi Corporation, shall be merged with and into the Florida Corporation in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

**ARTICLE I**

**THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are **DANIEL R. SPURRIER, M.D., P.C.**, a Mississippi corporation, (Mississippi Charter No. 0706980) and **DANIEL R. SPURRIER, M.D., INC.**, a Florida Corporation, (Florida Charter No. P05000034441).

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**ARTICLE II**  
**THE MERGER: THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, the Mississippi Corporation, shall be merged into the Florida Corporation, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act) and Chapter 4 of the Mississippi Code (the Mississippi Business Corporation Act) and Chapter 10 of the Mississippi Code (the Mississippi Professional Corporation Act). The Florida Corporation shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

**ARTICLE III**  
**THE EFFECT OF THE MERGER**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be the Florida Corporation. From and after such filing, the separate existence of the Mississippi Corporation, shall cease, while the corporate existence of the Florida Corporation, shall continue unaffected and unimpaired. The Florida Corporation shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. The Florida Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Florida Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. The Florida Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or the Florida Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

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**ARTICLE IV**  
**SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Florida Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Florida Corporation and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

**ARTICLE V**  
**CERTIFICATE OF INCORPORATION AND BYLAWS; OFFICERS AND DIRECTORS**

(a) The Certificate of Incorporation and Bylaws of the Florida Corporation, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and Bylaws of the Florida Corporation, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of the Florida Corporation shall be:

**DANIEL R. SPURRIER, M.D.**

The persons who shall serve as officers of the Florida Corporation and the offices in which they shall serve, shall be:

President:	<b>DANIEL R. SPURRIER, M.D.</b>
Vice President:	<b>DANIEL R. SPURRIER, M.D.</b>
Secretary:	<b>DANIEL R. SPURRIER, M.D.</b>
Treasurer:	<b>DANIEL R. SPURRIER, M.D.</b>

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**ARTICLE VI**  
**TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS**

(a) Each share of the common stock of the Florida Corporation, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of the Mississippi Corporation, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of the Mississippi Corporation, cash, securities or other property to be issued in respect thereof shall be as follows:

1. The Florida Corporation shall issue to **DANIEL R. SPURRIER, M.D.**, in exchange for his One Hundred (100) shares of common stock of the Mississippi Corporation, One Hundred (100) shares of the authorized common stock of the Florida Corporation.

**ARTICLE VII**  
**APPROVAL BY SHAREHOLDERS**

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act, Mississippi Business Corporation Act and Mississippi Professional Corporation Act on the 10<sup>th</sup> day of March, 2005. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida, and Certificate of Merger meeting the requirements of the Mississippi Business Corporation Act and Mississippi Professional Corporation Act filed in the appropriate office in Mississippi.

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**ARTICLE VIII**  
**EFFECTIVE DATE**

The merger of the Mississippi Corporation, into the Florida Corporation, shall become effective the 3<sup>rd</sup> day of June, 2005 in accordance with the Florida Business Corporation Act, Mississippi Business Corporation Act and Mississippi Professional Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

**ARTICLE IX**  
**COVENANTS OF THE MISSISSIPPI CORPORATION**

The Mississippi Corporation covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE X**  
**TERMINATION**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

**ARTICLE XI**  
**COUNTERPARTS**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.



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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**DANIEL R. SPURRIER, M.D., P.C.,  
a Mississippi Corporation**

By:  **DANIEL R. SPURRIER, M.D., President**

**DANIEL R. SPURRIER, M.D., INC.,  
a Florida Corporation**

By:  **DANIEL R. SPURRIER, M.D., President**