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MERGER OR SHARE EXCHANGE

PASTEUR MEDICAL INSTITUTE, INC.

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Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 2, 2005

PASTEUR MEDICAL INSTITUTE, INC.
200 S BISCAYNE BLVD SUITE 1800
MIAMI, FL 33133-2329SUBJECT: PASTEUR MEDICAL INSTITUTE, INC.
REF: P05000041859

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

The surviving corporation name is not complete on the second page of the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Teresa Brown
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 26 day of May, 2005, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

PASTEUR MEDICAL INSTITUTE, INC., a Florida corporation (the "Surviving Corporation"); and
PASTEUR MEDICAL CENTER, INC., a Florida corporation ("Merged Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on March 18, 2005. There are 36.8 shares of voting common stock currently issued and outstanding, which shares are owned as follows:

Manuel Enriquez	10.4
Gerard A. Necuze	10.4
Luis A. Perez	16

B. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on October 31, 2000. There are 99.8 shares of voting common stock currently issued and outstanding, which shares are owned as follows:

Miguel Cespedes	26.6
Manuel Enriquez	24.6
Mercedes Perez (f/b/o Luis Perez)	14
Gerard A. Necuze	24.6
Ramon Gutierrez	5
Alexander Fernandez	5

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations including to: retain management; enhance business operations; to promote business by having all

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shareholders providing services; and to eliminate shareholders that are potentially competitive with the business, that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of each of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the filing of these Articles with the Secretary of State of Florida (the "Effective Date").

2. The names of the corporations that are parties to the Merger are as follows:

- a) PASTEUR MEDICAL INSTITUTE, INC.; and
- b) PASTEUR MEDICAL CENTER, INC.

3. The surviving corporation shall be PASTEUR MEDICAL INSTITUTE, INC.

4. The undersigned hereby certify that this Plan was adopted by written consent by the Board of Directors of each of the Constituent Corporations on the 26 day of May, 2005, and was approved by written consent of a majority of the shareholders of all the issued and outstanding shares of each of the Constituent Corporations on the same date and notice of such action was given to the non-consenting shareholders of the Constituent Corporations within 10 days of such action and such shareholders were provided their rights if they dissent to the Merger. For each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that:

- a) all shares of the Merged Corporation shall be deemed cancelled;
- b) the following shareholders of the Merged Corporation shall be paid the following amounts in total consideration for cancellation of their shares of the common stock of the Merged Corporation:

<u>Name</u>	<u>Payment</u>
Miguel Cespedes	\$ 47,976.00
Ramon Gutierrez	\$ 9,018.00
Alexander Fernandez	\$ 9,018.00

In connection with the Merger, the Merged Corporation has obtained an appraisal of the Merged Corporation and the above payments are based on said appraisal. The Board of Directors of the Merged Corporation believes the appraisal reflects the fair value of the Merged Corporation and the undiscounted value of each share. A copy of the appraisal has been provided to all shareholders of the Constituent Corporations; and

- c) the shareholders of the Merged Corporation other than those set forth in b) above, shall receive one share of the common stock of the Surviving Corporation for each share of common stock each held in the Merged Corporation cancelled as part of this Plan.

No part of the common shares received is for payment of any accrued dividend or dividend arrearage.

6. The By-Laws of the Surviving Corporation shall remain in effect until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation, except that Articles I of said Articles of Incorporation are amended to read as follows:

"ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

PASTEUR MEDICAL CENTER, INC."

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.

10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, 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 Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of each of the Constituent Corporations.

PASTEUR MEDICAL INSTITUTE, INC.,
a Florida corporation

By: 

Gerardo A. Necuze, President

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PASTEUR MEDICAL CENTER, INC., a
Florida corporation

By: 
Gerardo A. Necuze, President

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