

AUG 18. 2008 8:55AM  
Division of Corporations

CAPITAL CONNECTION

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**MERGER OR SHARE EXCHANGE**

STEVE ZISKINDER, P.A.

Certificate of Status	0
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*Merger*  
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**ARTICLES OF**  
**MERGER OF**  
**STEVE ZISKINDER, P.A.**

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are PHILLIPS & ZISKINDER, P.A., and STEVE ZISKINDER, P.A. STEVE ZISKINDER, P.A., is the surviving corporation. Pursuant to the following plan of merger the name of the surviving corporation remains STEVE ZISKINDER, P.A.

2. On July 25, 2008 the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: The plan of merger and amendments were approved by the shareholders, the number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on these issues.

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of shares of each class entitled to vote as a class are as follows:

STEVE ZISKINDER, P.A.	1 Class	500 Shares of Common Stock Issued
PHILLIPS & ZISKINDER, P.A.	1 Class	2000 Shares of Common Stock Issued

4. As to each of the undersigned corporations all shareholders voted for the plan. The number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on the plan and amendments.

Dated this 25<sup>th</sup> day of July, 2008.

STEVE ZISKINDER, P.A.


By

Steve Ziskinder  
President/Director/Shareholder

**ACKNOWLEDGEMENT**

I, Kendall J. Phillips, hereby acknowledge under penalties of perjury that, as President of PHILLIPS & ZISKINDER, P.A., I signed the above Articles of Merger of PHILLIPS & ZISKINDER, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.

  
Kendall J. Phillips, President

By:   
Steve Ziskinder  
Vice-President/Secretary/Treasurer/  
Director/Shareholder

**ACKNOWLEDGEMENT**

I, Steven Ziskinder, hereby acknowledge under penalties of perjury that, as President of STEVE ZISKINDER, P.A., I signed the above Articles of Merger of STEVE ZISKINDER, P.A., for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Merger are true and correct.

  
Steve Ziskinder, President/Secretary/  
Treasurer/Director/Shareholder

### **PLAN OF MERGER**

Plan of merger dated July 25, 2008 between STEVE ZISKINDER, P.A., referred to as the surviving corporation, and PHILLIPS & ZISKINDER, P.A., referred to as the absorbed corporation.

### **STIPULATIONS**

A. STEVE ZISKINDER, P.A., is a corporation organized under Sections 607 and 621 et. seq. Florida Statutes and existing under the laws of the State of Florida with its principal office at The Historic Boston House, 239 South Indian River Drive, Fort Pierce, St. Lucie County, Florida.

B. STEVE ZISKINDER, P.A., has a capitalization of Five Hundred shares of common stock without par value which are issued and outstanding.

C. PHILLIPS & ZISKINDER, P.A., is a corporation organized under Florida Statutes Sections 607 and 621 et seq. and existing under the laws of the State of Florida with its principal office at The Historic Boston House, 239 South Indian River Drive, Fort Pierce, St. Lucie County, Florida.

D. PHILLIPS & ZISKINDER, P.A., has a capitalization of Two Thousand authorized shares of \$1.00 common stock of which Two Thousand shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that PHILLIPS & ZISKINDER, P.A., be merged into STEVE ZISKINDER, P.A., pursuant to the provisions of Section 607.1101 et. seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions as set forth below, the constituent corporations agree as follows:

Section One. Merger. PHILLIPS & ZISKINDER, P.A., shall merge with and into STEVE ZISKINDER, P.A., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the

rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation, STEVE ZISKINDER, P.A., are amended and changed as follows:

**FIRST:** The date of each amendment's adoption is July 25, 2008.

**SECOND:** Adoption of Amendments: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. Only one voting group entitled to vote did vote on these amendments.

**Section Five. Changes in By-Laws.** The by-laws of the surviving corporation, STEVE ZISKINDER, P.A., shall continue to be its by-laws following the effective date of the merger.

**Section Six. Directors and Officers.** The director and officer of the surviving corporation, STEVE ZISKINDER, P.A., on the effective date of the merger shall continue as the director and officer of the surviving corporation for the full unexpired term of their offices and until their successors have been elected or appointed and qualify.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the law of the State of Florida to consummate this merger.


**Section Eight. Approval by Shareholders.** This plan of merger has been approved by the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

**Section Nine. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

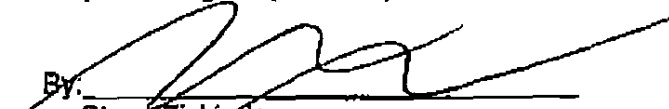
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first written above.

**PHILLIPS & ZISKINDER, P.A.**  
(absorbed corporation)

By:   
Kendall J. Phillips  
President/Director/Shareholder

By:   
Steve Ziskinder  
Vice-President/Secretary/Treasurer/  
Director/Shareholder

**STEVE ZISKINDER, P.A.**  
(surviving corporation)

By:   
Steve Ziskinder  
President/Secretary/Treasurer/  
Director/Shareholder