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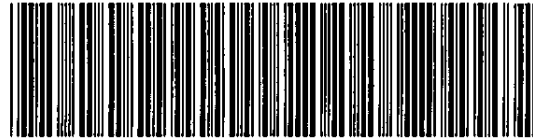
(Business Entity Name)

(Document Number)

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2007 JAN 24 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C. Coullotta JAN 26 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Diagnostic Equipment Development, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Christina Cheli
(Contact Person)

Joseph C. Carpenter Jr PA
(Firm/Company)

6400 N Andrews Ave #370
(Address)

Fort Lauderdale FL 33309
(City/State and Zip Code)

For further information concerning this matter, please call:

Christina Cheli At (954) 772-0121
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Diagnostic Equipment Development, Inc.	Florida	006000 109530

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Diagnostic Equipment Development, Inc.	Pennsylvania	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

David B. Buer

David Board, President

a Florida corporation

Diagnostic Equipment Development, Inc.

James H. Brown

David Board, President

a Pennsylvania corporation

PLAN OF MERGER
OF
DIAGNOSTIC EQUIPMENT DEVELOPMENT, INC.
(a Florida corporation)
AND
DIAGNOSTIC EQUIPMENT DEVELOPMENT, INC.
(a Pennsylvania corporation)

THIS PLAN OF MERGER is entered into on this 21 day of December 2006 by and between Diagnostic Equipment Development, Inc., a Florida corporation ("Buyer") and Diagnostic Equipment Development, Inc., a Pennsylvania corporation ("Seller").

WHEREAS, Buyer is a Florida corporation with its principal office therein located at 6899 NE 7th Avenue, Boca Raton, FL; and

WHEREAS Seller is a Pennsylvania corporation with its offices located at P.O. Box 2056, Aston, PA; and

WHEREAS, the total number of shares which Seller has authority to issue is 100 shares of common stock par value \$1000.00 per share; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation; and

WHEREAS, Buyer and Seller and their respective Boards of Directors declare it advisable and to the advantage, welfare and best interests of said business entities and their respective shareholders to merger with and into the Buyer pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Pennsylvania Business Corporation Act upon the terms and conditions set forth herein;

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Buyer and approved by a resolution adopted by its Board of Directors and being thereunder duly entered into by the Seller and approved by a resolution adopted by its Board of Directors, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan of Merger set forth.

1. Buyer and Seller shall, pursuant to the Florida Business Corporation Act and the provisions of the Pennsylvania Business Corporation Act, be merged with and into a single corporation, to wit, Diagnostic Equipment Development, Inc., a Florida corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Seller, which is sometimes referred to herein as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Pennsylvania Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Articles of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The officers in office of the surviving corporation at the effective time of the merger shall be the officers of the surviving corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. The management of the surviving corporation will be vested in its Board of Directors; the initial member of which shall be David Board with an address at 6899 NE 7th Avenue, Boca Raton, FL 33487.

6. Each issued share of the terminating corporation shall, at the effective time of the merger, be transferred to the surviving corporation for such consideration as described in the Merger Agreement dated as of December 21, 2006 by and between Diagnostic Equipment Development, Inc., a Florida corporation, Diagnostic Equipment Development, Inc., a Pennsylvania corporation and the shareholders of the seller. Any shares of the terminated corporation issued and held in treasury of the terminated corporation shall be cancelled upon consummation of the merger. The shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share as of the effective date of the merger shall continue to represent one share of the surviving corporation.

7. In the event that this Plan of Merger shall have been full approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Pennsylvania Business Corporation Act, and upon behalf of the surviving corporation in accordance with the Florida Business Corporation Act, as amended, the said entities agree that they will cause to be executed and filed and recorded any documents or documents prescribed by the laws of the State of Florida and by the laws of the State of Pennsylvania, and that they will cause to be performed all necessary acts within the State of Florida and the State of Pennsylvania and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors of both the surviving corporation and the terminating corporation and the proper officers of each are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and records any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the constituent entities parties thereto.

Dated: December 21, 2006.

BUYER: Diagnostic Equipment Development, Inc.
a Florida corporation

By: David B. Board
David B. Board, President

SELLER: Diagnostic Equipment Development, Inc.
a Pennsylvania corporation

By: David B. Board
David B. Board, President