

Division of Corporations

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MERGER OR SHARE EXCHANGE  
LAKEWOOD RANCH URGENT CARE, PA

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**ARTICLES OF MERGER  
OF  
LAKEWOOD RANCH URGENT CARE, PA  
AND  
BRADENTON URGENT CARE, PL**

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Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act, the undersigned corporation and limited liability company adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The names of the companies which are parties to the within merger are **LAKEWOOD RANCH URGENT CARE, PA** and **BRADENTON URGENT CARE, PL**. The surviving corporation is **LAKEWOOD RANCH URGENT CARE, PA**.

2. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of **LAKEWOOD RANCH URGENT CARE, PA** on June 14, 2010, and by all of the Members and all of the Managers of **BRADENTON URGENT CARE, PL** on June 14, 2010. The effective date of the merger is June 30, 2010.

**BRADENTON URGENT CARE, PL**

By: [Signature]  
Eric Folkens, Manager

Dated: June 14, 2010.

**LAKEWOOD RANCH URGENT CARE, PA**

By: [Signature]  
Eric Folkens, President

Dated: June 14, 2010.

Prepared by:  
John E. Wickman, Esquire  
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## PLAN OF MERGER

THIS PLAN OF MERGER dated June 14, 2010, between LAKEWOOD RANCH URGENT CARE, PA, a Florida corporation, hereinafter also called the surviving corporation, and BRADENTON URGENT CARE, PL, a Florida limited liability company, hereinafter also called the absorbed company.

## RECITALS

A. LAKEWOOD RANCH URGENT CARE, PA, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9908 SR 64 East, Bradenton, FL 34212.

B. LAKEWOOD RANCH URGENT CARE, PA is authorized to issue 10,000 shares of ONE CENT (\$0.01) par value common stock, of which 10,000 shares are presently issued and outstanding.

C. BRADENTON URGENT CARE, PL, is a Florida limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4847 Manatee Ave. W., Bradenton, FL 34209.

D. The board of directors of LAKEWOOD RANCH URGENT CARE, PA, and the members and managers of BRADENTON URGENT CARE, PL all deem it desirable and in the best business interests of both entities and their respective shareholders and members that BRADENTON URGENT CARE, PL be merged into LAKEWOOD RANCH URGENT CARE, PA, pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act and the provisions of Sections 608.438, et seq., of the Florida Limited Liability Company 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 herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. BRADENTON URGENT CARE, PL shall merge with and into LAKEWOOD RANCH URGENT CARE, PA which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed company 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 company, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed company, and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

3. CONVERSION OF MEMBERSHIP INTERESTS INTO SHARES. The manner and basis of converting the membership interests of the absorbed company into shares of the surviving corporation is as follows:

a. Each ONE PERCENT (1.0%) of the Membership Interests of BRADENTON URGENT CARE, PL issued and outstanding on the effective date of the merger shall be converted into ONE HUNDRED (100) shares of the ONE CENT (\$0.01) par value common stock of LAKEWOOD RANCH URGENT CARE, PA, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No rights to acquire the absorbed company's common stock are outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed company would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

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b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for membership interests in the absorbed company shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

c. Holders of certificates for membership interests of the absorbed company shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation are hereby amended and changed as follows:

ARTICLE 7 - CORPORATE CAPITALIZATION. Section 7.1 is hereby amended in its entirety to provide:

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY THOUSAND (20,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

5. CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. PROHIBITED TRANSACTIONS. Neither of the constituent companies 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 LAKEWOOD RANCH URGENT CARE, PA and BRADENTON URGENT CARE, PL may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. APPROVAL BY SHAREHOLDERS and MEMBERS. This Plan of Merger shall be submitted for the approval of the shareholders and members of the constituent companies by written consent in the manner provided by the applicable laws of the State of Florida on or before June 14, 2010.


9. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be the date when the articles of merger are filed by the Florida Department of State or June 30, 2010 whichever is later.

10. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their officers pursuant to the authorization of the board of directors of LAKEWOOD RANCH URGENT CARE, PA and the Members and Managers of BRADENTON URGENT CARE, PL on the date first above written.

BRADENTON URGENT CARE, PL

LAKEWOOD RANCH URGENT CARE, PA

By:   
Eric Folkens, Manager

By:   
Eric Folkens, President

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