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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

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20074029

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October 19, 2007

Florida Department of State
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Ultra Diagnostic, Inc.; merger with and into
Ultra Diagnostic Imaging, Inc.

Gentlemen:


On behalf of the above-referenced Florida corporations, enclosed please find two executed copies of the Articles of Merger whereby Ultra Diagnostic, Inc. merges with and into Ultra Diagnostic Imaging, Inc., Inc. along with our client's check in the amount of \$70.00 representing the filing fee.

Note that the Articles of Merger provide for a specific effective date.

If you have any questions regarding these instructions, please contact me.

Sincerely,

BRONSTEIN, CARLSON, GLEIM, SHASTEEN & SMITH, P.A.


Thomas B. Smith

TBS/km

Enc.

cc: Ultra Diagnostic Imaging, Inc.

198656

ARTICLES OF MERGER
OF
ULTRA DIAGNOSTIC, INC., a Florida corporation
and
ULTRA DIAGNOSTIC IMAGING, INC., a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are ULTRA DIAGNOSTIC IMAGING, INC., a Florida corporation, (the "Surviving Corporation") and ULTRA DIAGNOSTIC, INC., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is ULTRA DIAGNOSTIC IMAGING, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger and Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). Pursuant to the Plan of Merger, the merger shall be effective as of the close of business on October 17, 2007.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida which vote is sufficient for approval and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 17 day of October, 2007.

ULTRA DIAGNOSTIC IMAGING, INC.

By: _____

Stephen M. Mitchell, President

ULTRA DIAGNOSTIC, INC.

By: _____

Stephen M. Mitchell, President

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the 11 day of October, 2007, by and between ULTRA DIAGNOSTIC IMAGING, INC., a Florida corporation (the "Surviving Corporation") and ULTRA DIAGNOSTIC, INC., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of a corporate reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, ULTRA DIAGNOSTIC, INC., a Florida corporation, shall merge with and into ULTRA DIAGNOSTIC IMAGING, INC., a Florida corporation, in accordance with the laws of the State of Florida. ULTRA DIAGNOSTIC IMAGING, INC. shall continue to exist under the laws of the State of Florida as the surviving corporation and the separate existence of ULTRA DIAGNOSTIC, INC. shall terminate on the Effective Date of the merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the merger and shall not be changed by virtue of the merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

EXHIBIT

4. Effective Date of the Merger. The date the merger shall become effective (the "Effective Date") shall be the close of business on October 19, 2007, pursuant to Section 607.1105 of the Florida Business Corporation Act.

5. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all 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 such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such merger.

6. Stock Exchange. On the Effective Date of the Merger, each issued share of the Merged Corporation shall be cancelled due to the fact that the shareholders of the Merged Corporation own all of the stock of the Surviving Corporation in the same ownership percentage. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the Surviving Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as

a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

ULTRA DIAGNOSTIC IMAGING, INC.

By: 

Stephen M. Mitchell, President

ULTRA DIAGNOSTIC, INC.

By: 

Stephen M. Mitchell, President