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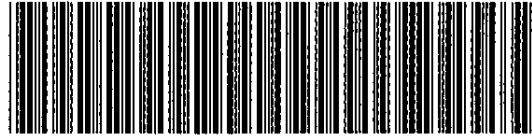
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08 MAR 20 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Myer  
2/5/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lifestyle Lift Florida East, PA  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Michael C. McKinnon  
(Contact Person)

Scientific Image Center Management, Inc.  
(Firm/Company)

100 Kirts Blvd., Suite A  
(Address)

Troy, MI 48084  
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael C. McKinnon At ( 248 ) 519-9128  
(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

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TAL  
Corporation Act  
Number  
(applicable)

**First:** The name and jurisdiction of the **surviving** corporation:

**Second:** The name and jurisdiction of each **merging** corporation:

**Third:** The Plan of Merger is attached.

**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.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 3/13/08

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 3/13/08

*(Attach additional sheets if necessary)*


**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Lifestyle Lift Florida East, PA



David M. Kent, DO      President

LL FL West, Inc.

*[Handwritten signature]*

David M. Kent, DO      President

**Miami Surgical Associates, PA**



David M. Kent, DO      President

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\_\_\_\_\_

\_\_\_\_\_

# PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Lifestyle Lift Florida East, PA	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
LL FL West, Inc.	Florida
Miami Surgical Associates, PA	Florida

**Third:** The terms and conditions of the merger are as follows:

3.1 Merger. In accordance with the provisions of the Florida Business Corporation Act, LL FL West, Inc. and Miami Surgical Associates, PA shall be merged into and with Lifestyle Lift Florida East, PA (the "Merger"), the separate existences of LL FL West, Inc. and Miami Surgical Associates, PA shall cease and Lifestyle Lift Florida East, PA shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Lifestyle Lift Florida East, PA shall be, and is herein referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Lifestyle Lift Florida East, PA.

3.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Florida Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Plan shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) Executed Articles of Merger meeting the requirements of the Florida Business Corporation Law shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

3.3 Certificate of Incorporation. Upon the effectiveness of the Merger, the Certificate of Incorporation of Lifestyle Lift Florida East, PA as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

3.4 Bylaws. The Bylaws of Lifestyle Lift Florida East, PA as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

3.5 Directors and Officers. The directors and officers of Lifestyle Lift Florida East, PA immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

4.1 LL FL West, Inc. Common Stock. Upon the Effective Date of the Merger, each one hundred shares of LL FL West, Inc. Common Stock, \$0.01 par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.01 par value, respectively, of the Surviving Corporation.

4.2 Miami Surgical Associates, PA Common Stock. Upon the Effective Date of the Merger, each share of Miami Surgical Associates, PA. Common Stock, \$0.01 par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$0.01 par value, respectively, of the Surviving Corporation.

4.3 Lifestyle Lift Florida East, PA Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.01 par value, of Lifestyle Lift Florida East, PA issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Lifestyle Lift Florida East, PA, the holder

of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

**4.4 Effect of the Merger.** Upon the Effective Date of the Merger, the separate existences of LL FL West, Inc. and Miami Surgical Associates, PA shall cease and Lifestyle Lift Florida East, PA, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and LL FL West, Inc. and Miami Surgical Associates, PA's Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of LL FL West, Inc. and Miami Surgical Associates, PA in the manner as more fully set forth in the provisions of the Florida Business Corporation Act, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of LL FL West, Inc. and Miami Surgical Associates, PA in the same manner as if Lifestyle Lift Florida East, PA had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act.

Other provisions relating to the merger are as follows:

**5.1 Shareholder approval:** Resolutions adopted by a majority of the directors of LL FL, Inc., Miami Surgical Associates, PA and Lifestyle Lift Florida East, PA have been approved, the plan has been submitted to the shareholders of LL FL, Inc., Miami Surgical Associates, PA and Lifestyle Lift Florida East, PA for approval and adoption by the affirmative vote of these shareholders and such approval was granted on 3/13/2008.