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TALLAHASSEE, FLORIDA

12/22/10--01027--001 **70.00

Merger

12/30/10

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Gretchen M. Nine-Bunnell

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Direct Fax: 216.274-2417

E-mail: gmnine-bunnell@hahnlaw.com

December 21, 2010

VIA FEDERAL EXPRESS

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


Re: Articles of Merger (Profit Corporation)

Dear Sir/Madam:

Enclosed for filing, please find a Cover Letter and the Articles of Merger (Profit Corporation) for the merger of GI Place, Inc., a Florida corporation, with and into GI Juice, Inc., a Florida corporation.

I have also enclosed a check in the amount of \$70.00, to cover the filing fee for the requested filing. Please return the Certificate of Acknowledgment to me at your very earliest convenience. If you have any questions, please do not hesitate to call me (collect) at the above telephone number.

Sincerely yours,



Gretchen M. Nine-Bunnell
Paralegal

Enclosures

Disclosure Pursuant to Department of Treasury Circular 230

Unless expressly stated otherwise in this communication, nothing contained in this communication was intended or written to be used by any taxpayer, can be used by any taxpayer or may be relied upon or used by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer under provisions of the Internal Revenue Code of 1986, as amended. No one, without our express prior written consent, may use any part of this communication in promoting, marketing or recommending a partnership or other entity, investment plan or arrangement to any taxpayer.

cc: John S. Sarrett, Esq. (w/encl.)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GI JUICE, 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:

Gretchen M. Nine-Bunnell
(Contact Person)

Hahn Loeser & Parks LLP
(Firm/Company)

200 Public Square, Suite 2800
(Address)

Cleveland, OH 44114
(City/State and Zip Code)

For further information concerning this matter, please call:

Gretchen M. Nine-Bunnell At (216) 274-2217
(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)
GI Juice, Inc.	Florida	P08000051986

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GI Place, Inc.	Florida	P04000075780

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TALLAHASSEE, FLORIDA

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 12/14/2010.

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 12/14/2010.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

GI Juice, Inc.

Raymond W. Phillips

Raymond W. Phillips, M.D., President

GI Place, Inc.

Ramond W. Phillips

Raymond W. Phillips, M.D., President

PLAN OF MERGER
(Non Subsidiaries)

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>
<u>GI Juice, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GI Place, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See Exhibit A attached hereto and incorporated herein by reference.

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:

See Exhibit A attached hereto and incorporated herein by reference.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

EXHIBIT A TO PLAN OF MERGER

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

1. **Name.** The name of the Surviving Corporation shall be GI JUICE, INC.
2. **Articles of Incorporation.** The Articles of Incorporation of GI Juice, Inc., a Florida corporation ("GI Juice") shall, from the time the merger becomes effective, constitute the "Articles" of the Surviving Corporation within the meaning of the Florida Business Corporation Act.
3. **Bylaws.** The Bylaws of GI Juice as in effect immediately prior to the time the merger becomes effective shall be the Bylaws of the Surviving Corporation.
4. The Directors and Officers of GI Juice immediately prior to the time the merger becomes effective shall be the Directors and Officers of the Surviving Corporation after the time the merger becomes effective.
5. Raymond W. Phillips, M.D., whose address is 1064 Goodlette Road, Naples, Florida 34102, is the registered agent upon whom any process, notice or demand against the Surviving Corporation may be served.
6. The location of the principal office of the Surviving Corporation is 685 Lismore Lane, Naples, Florida 34108.
7. The Surviving Corporation does hereby consent to be sued and served with process in the State of Florida and to the irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of any domestic Constituent Corporation or to enforce the rights of a dissenting shareholder of any domestic Constituent 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:*

- (a) Every share of Common Stock of GI Place, Inc., a Florida corporation ("GI Place") outstanding at the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.
- (b) Each share of Common Stock of GI Place held in GI Place treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(c) The shareholders of GI Juice immediately prior to the time the merger becomes effective shall be the shareholders of the Surviving Corporation after the time the merger becomes effective.