

To: FL Dept of State
Subject: 000672.116711
Division of Corporations

From: Kim Weidenbach

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

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Account Number : 110450000714
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**MERGER OR SHARE EXCHANGE
MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY,
INC.**

| | |
|-----------------------|---------|
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**ARTICLES OF MERGER
OF
PHYSICIANS' PAIN MANAGEMENT SOLUTIONS, INC.
INTO
MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.**

Under Section 607.1105, Florida Statutes

Pursuant to the provisions of Section 607.1105 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **PHYSICIANS' PAIN MANAGEMENT SOLUTIONS, INC.**, a Florida corporation, and **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.**, a Florida corporation. The surviving corporation is **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.**, and it is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by (i) the stockholders of **PHYSICIANS' PAIN MANAGEMENT SOLUTIONS, INC.** as of the 29th day of December, 2009, and (ii) the stockholders of **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.** as of the 29th day of December, 2009.

FOURTH: The Merger shall become effective in accordance with the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act, to be effective as of the close of business on December 31, 2009.

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IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officer as of this 29th day of December, 2009.

PHYSICIANS' PAIN MANAGEMENT
SOLUTIONS, INC.,
a Florida corporation

By: 
William F. Meadows, III, M.D., President

MEADOWS MEDICAL SOLUTIONS &
PHYSICAL THERAPY, INC.,
a Florida corporation

By: 
William F. Meadows, III, M.D., President

Exhibit "A" - Agreement and Plan of Merger

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of this 29th day of December, 2009, is made and entered into by and between **PHYSICIANS' PAIN MANAGEMENT SOLUTIONS, INC.**, a Florida corporation ("PPMS"), and **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.**, a Florida corporation (the "Surviving Corporation"). PPMS and the Surviving Corporation are sometimes referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Constituent Corporations are each corporations duly organized under the laws of the State of Florida; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporations and its Shareholders that PPMS be merged into the Surviving Corporation which shall be the surviving corporation and that the name of the Surviving Corporation remain **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.**; and

WHEREAS, for federal income tax purposes, it is intended that the merger shall qualify as a reorganization in accordance with the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Corporations hereby agree that PPMS shall be merged with and into the Surviving Corporation in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I

The Constituent Corporations

The names of the Constituent Corporations to the merger are **PHYSICIANS' PAIN MANAGEMENT SOLUTIONS, INC.** (Florida Document No. P08000033335), and **MEADOWS MEDICAL SOLUTIONS & PHYSICAL THERAPY, INC.** (Florida Document No. P09000040455).

ARTICLE II

The Merger

On the Effective Date (as hereinafter defined) PPMS shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 ("Florida Law").

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ARTICLE III Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of PPMS shall cease, while the corporate existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations 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 either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The persons who shall serve as the members of the Board of Directors of the Surviving Corporation shall be:

| Name | Address |
|-------------------------------|--|
| William F. Meadows, III, M.D. | 609 Medical Care Drive Brandon, Florida 33511 |
| Carolyn Conrad Meadows | 609 Medical Care Drive Brandon, Florida 33511 |

The persons who shall serve as the officers of the Surviving Corporation and the offices in which each shall serve are as follows:

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| Name | Office |
|-------------------------------|---------------------|
| William F. Meadows, III, M.D. | President |
| Carolyn Conrad Meadows | Secretary/Treasurer |

ARTICLE V

Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the shares of Common Stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be treated in the following manner:

1. Each share of the Common Stock of the Surviving Corporation issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the Surviving Corporation and there shall be no distributions of cash or securities with respect thereto.

2. Each share of the Common Stock of PPMS issued and outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII hereof, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof. Each record holder of an outstanding certificate or certificates which represent shares of PPMS shall surrender such certificates pursuant to this Agreement and Plan of Merger.

ARTICLE VI

Further Assurance

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporations, the last acting officers and Directors of the Constituent Corporations, as the case may be, or the corresponding officers or Directors of the Surviving Corporation shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII

Approvals by Board of Directors and Shareholders

This Agreement and Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation, and submitted to the Shareholders of each Constituent Corporation for approval as provided by Florida Law. If duly adopted by the requisite vote, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in the State of Florida.

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ARTICLE VIII
Effective Date

The Merger of PPMS into the Surviving Corporation shall become effective as of the close of business on the 31st day of December, 2009, pursuant to the filing of the Articles of Merger in accordance with Florida Law. The date on which the Merger shall become effective is herein called the "Effective Date".

ARTICLE IX
Covenants of PPMS

PPMS covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
Covenants of the Surviving Corporation

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

[signatures on next page]

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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer as of the day and year above written.

PHYSICIANS' PAIN MANAGEMENT
SOLUTIONS, INC.,
a Florida corporation

By: 
William F. Meadows, III, M.D., President

MEADOWS MEDICAL SOLUTIONS &
PHYSICAL THERAPY, INC.,
a Florida corporation

By: 
William F. Meadows, III, M.D., President

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