

P100000028477

(Requestor's Name)

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☐ PICK-UP

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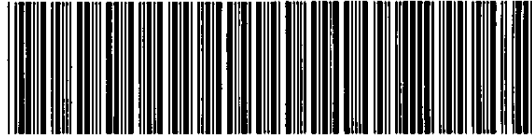
(Business Entity Name)

(Document Number)

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16 OCT 31 AM 9:30
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TALLAHASSEE, FL 32301

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SUFFICIENCY OF FILING

Merger
NOV 01 2010
R. WHITE

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 348572 4728469

AUTHORIZATION : 

COST LIMIT : \$78.75

ORDER DATE : October 27, 2016

ORDER TIME : 3:37 PM

ORDER NO. : 348572-005

CUSTOMER NO: 4728469

ARTICLES OF MERGER

ZIEHM MEDICAL PROPERTIES, INC.

INTO

ZIEHM IMAGING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ZIEHM IMAGING, 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:

Gaye Greenwald

Contact Person

Norris, McLaughlin & Marcus

Firm/Company

721 Route 202-206, Suite 200

Address

Bridgewater, NJ 08807

City/State and Zip Code

richard.westrich@ziehm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gaye Greenwald

Name of Contact Person

At (908) 252-4248

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

FILED

16 OCT 31 AM 9:30

ARTICLES OF MERGER (Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
ZIEHM IMAGING, INC.	Florida	P10000028477

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ZIEHM MEDICAL PROPERTIES, INC.	Nevada	E0659682009-8

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 10 / 31 / 2016 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 October 24, 2016

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 October 24, 2016

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

ZIEHM IMAGING, INC.



Nelson Mendes, Director & CEO

ZIEHM MEDICAL PROPERTIES, INC.



Stephan Dippold, Director & President

**AGREEMENT AND PLAN OF MERGER
OF
ZIEHM MEDICAL PROPERTIES, INC.
INTO
ZIEHM IMAGING, INC.**

This Agreement and Plan of Merger of Ziehm Medical Properties, Inc., a corporation organized under the laws of the State of Nevada ("Ziehm Medical"), into Ziehm Imaging, Inc., a corporation organized under the laws of the State of Florida ("Ziehm Imaging"), is made this 18th day of October, 2016.

W I T N E S S E T H

WHEREAS, the Board of Directors of each of Ziehm Medical and Ziehm Imaging has determined that it is in the best interest of its respective corporation that Ziehm Medical merge into Ziehm Imaging in accordance with the laws of the State of Florida and the State of Nevada.

NOW, THEREFORE, the parties set forth the following Agreement and Plan of Merger:

1. **Merger.** Ziehm Medical shall be merged into Ziehm Imaging, which shall be the surviving corporation.
2. **Terms and Conditions of Merger.** On the effective date of the merger of Ziehm Medical into Ziehm Imaging:
 - 2.1. The separate existence of Ziehm Medical shall cease and Ziehm Imaging shall continue in existence;
 - 2.2. Ziehm Imaging shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of Ziehm Medical and Ziehm Imaging;
 - 2.3. All real and personal property, tangible and intangible, of every kind and description belonging to each of Ziehm Medical and Ziehm Imaging shall be vested in Ziehm Imaging without further action or deed, and the title to any real estate, or any interest therein, vested in Ziehm Medical or Ziehm Imaging, shall not revert or be in any way impaired by reason of the merger;
 - 2.4. Ziehm Imaging shall be liable for all of the obligations and liabilities of Ziehm Medical and any claim existing or action or proceeding pending by or against Ziehm Medical may be prosecuted to judgment by Ziehm Imaging as if the merger had not taken place or Ziehm Imaging may be substituted in place of Ziehm Medical. Neither the rights of the creditors nor any liens on the property of Ziehm Medical shall be impaired by the merger;
 - 2.5. The assets and liabilities of Ziehm Medical as of the effective date of the merger shall be taken onto the books of Ziehm Imaging at the amounts at which they are carried on the books of Ziehm Medical;
 - 2.6. The Articles of Incorporation of Ziehm Imaging as in effect on the effective date of the merger shall be and shall continue to be the Articles of

Incorporation of Ziehm Imaging until altered, amended, changed or repealed as provided by law;

- 2.7. The directors of Ziehm Imaging on the effective date of the merger shall continue to be directors of Ziehm Imaging for the terms for which they were elected and qualified as provided by law and the By-Laws of Ziehm Imaging, and all persons who shall be executive or administrative officers on the effective date of the merger shall continue to hold the same such offices until their respective successors are chosen and qualified by the Board of Directors of Ziehm Imaging;
 - 2.8. The sole shareholder of Ziehm Medical shall receive one (1) share of common stock of Ziehm Imaging in return for its one hundred (100) shares of common stock of Ziehm Medical with a par value per share of .001; and
 - 2.9. Upon the issuance of Ziehm Imaging shares to the sole shareholder of Ziehm Medical in return for its Ziehm Medical shares, all shares of common stock of Ziehm Medical shall be canceled and retired.
3. Effective Date. This merger shall be effective on October 31st, 2016.
 4. Further Assurances. If at any time Ziehm Imaging determines that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement and Plan of Merger, it is understood and agreed by the parties that Ziehm Imaging shall have the authority to execute such conveyances or documents and take any and all action on behalf of Ziehm Medical as may be required to carry out the purposes and provisions of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, Ziehm Imaging and Ziehm Medical have each caused this Agreement and Plan of Merger to be signed by its respective President, who has been duly authorized to act.

ZIEHM MEDICAL PROPERTIES, INC.

By: 
Stephan Dippold, President

ZIEHM IMAGING, INC.

By: 
Nelson Mendes, President

Dated: October 18th, 2016

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ZIEHM IMAGING, INC.

Name of Surviving Corporation

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Please return all correspondence concerning this matter to following:

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richard.westrich@ziehm.com

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