

P/0000028787

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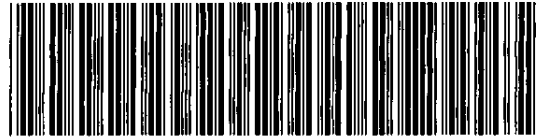
(Business Entity Name)

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*Merger*

JUL 01 2016  
D CONNELL

Date: 06/30/2016

Account #: I20000000088

Name: Darian Shump

Reference #: T004474

ENTITY NAME: TAMPA BAY RADIOLOGY ASSOCIATES, P.A.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other: CERTIFIED COPY

PLEASE FILE  
EIGHTH

Authorized Amount: 100.00

Signature: 

## ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Professional Service Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes and Section 607.1105 of the Florida Business Corporation Act.

### FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tampa Bay Radiology Associates, P.A. 100 South Ashley Drive, Suite 1500 Tampa, Florida 33602 Florida Document/Registration Number: P10000028787	Florida	Professional Corporation

### SECOND: THE MERGING PARTY

The exact name, jurisdiction, and entity type for the merging corporation (the "Merging Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
North Tampa Radiology Consultants, P.A. 100 South Ashley Drive, Suite 1500 Tampa, Florida 33602 Florida Document Registration number: P10000028754	Florida	Professional Corporation

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

**FOURTH:** The merger shall become effective on June 30, 2016. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

**FIFTH:** In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the board of directors and the shareholders of the Merging Corporation on June 30, 2016.

**SIXTH:** In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the board of directors and the shareholders of the Surviving Corporation on June 30, 2016.

\* \* \* \* \*

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed these Articles of Merger as of June 30, 2016.

**SURVIVING CORPORATION:**

**TAMPA BAY RADIOLOGY ASSOCIATES,  
P.A., a Florida professional corporation**

By: 

Name: Gilbert Drozdow, M.D.  
Title: President

**MERGING CORPORATION:**

**NORTH TAMPA RADIOLOGY  
CONSULTANTS, P.A., a Florida professional  
corporation**

By: 

Name: Gilbert Drozdow, M.D.  
Title: President

## PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 30<sup>th</sup> day of June, 2016, by the parties hereto. The Plan relates to the proposed merger (the "Merger") of the Merging Corporation (defined below), with and into the Surviving Corporation (defined below).

**FIRST:** The exact name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Tampa Bay Radiology Associates, P.A.	Florida

**SECOND:** The exact name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
North Tampa Radiology Consultants, P.A.	Florida

### **THIRD: THE MERGER**

1. Merger. Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective on June 30, 2016 (the "Effective Time"). At the Effective Time of the Merger, the corporate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the applicable provisions of the Florida Business Corporation Act ("FBCA"). Following the Effective Time of the Merger: (i) the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature of the Merging Corporation, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporation, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporation shall vest in the Surviving Corporation, (iii) all and every other property and interest of the Merging Corporation shall be the property and interest of the Surviving Corporation to the same extent as owned by the Merging Corporation, and (iv) all debts, liabilities, duties, and obligations of the Merging Corporation shall be the debts, liabilities, duties and obligations of the Surviving Corporation and such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. Articles of Incorporation. After the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. Directors. At the Effective Time, the directors of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain the directors of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Corporation as of the time immediately prior to the Effective Time, shall remain as the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Capital Stock.

(i) At the Effective Time:

(a) each outstanding share of the common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time, shall be automatically cancelled, retired and cease to exist, and no payment or distribution shall be made with respect thereto; and

(b) each outstanding share of the common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding from and after the Effective Time.

**FOURTH : APPROVAL**

The Merger contemplated by this Plan has been adopted and approved by the Board of Directors and the Shareholders of the Merging Corporation and by the Board of Directors and the Shareholders of the Surviving Corporation, by written consent each dated June 30, 2016.

**FIFTH: GOVERNING LAW**

This Plan shall be construed in accordance with Florida law.

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

**SURVIVING CORPORATION:**

TAMPA BAY RADIOLOGY ASSOCIATES,  
P.A., a Florida professional corporation

By: 

Name: Gilbert Drozdow, M.D.

Title: President

**MERGING CORPORATION:**

NORTH TAMPA RADIOLOGY  
CONSULTANTS, P.A., a Florida professional  
corporation

By: 

Name: Gilbert Drozdow, M.D.

Title: President