

#P10000082216

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

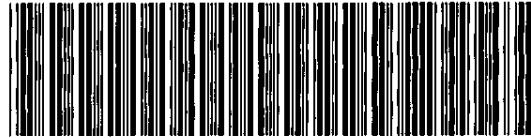
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Call when Ready
597-7616
Daniel

Office Use Only



000226964700

04/11/12--01001--004 **70.00

RECEIVED
DEPARTMENT OF STATE
12 APR 10 PM 1:45

FILED
12 APR 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER

APR 11 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: O'SHEA'S VETERINARY GROUP, INC.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Daniel E. Manausa

Contact Person

Manausa Law Firm, P.A.

Firm/Company

3606 Maclay Blvd. South, Suite 200

Address

Tallahassee, FL 32312

City, State and Zip Code

danny@manausalaw.com

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

For further information concerning this matter, please call:

Daniel E. Manausa

Name of Contact Person

at (850)

597-7616

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

TO

FILED
12 APR 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Simmons & Wanous Properties, LLC #L10000102557	Florida	Limited Liability Co.
O'Shea's Veterinary Group, Inc. #P10000082216	Florida	For Profit Corp.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
O'Shea's Veterinary Group, Inc.	Florida	For Profit Corp.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

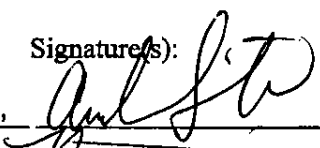
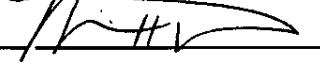
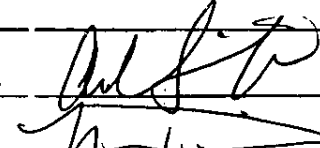
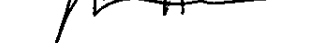
n/a

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Simmons & Wanous Properties,		Andrew Simmons IV
LLC		Matthew Wanous
<hr/>		
O'Shea's Veterinary Group, Inc.		Andrew Simmons IV
		Matthew Wanous

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

FILED
12 APR 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Simmons & Wanous Properties, LLC	Florida	Limited Liability Co.

O'Shea's Veterinary Group, Inc.	Florida	For Profit Corp.
---------------------------------	---------	------------------

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
O'Shea's Veterinary Group, Inc.	Florida	For Profit Corp.

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

Simmons & Wanous Properties, LLC, will merge into O'Shea's Veterinary Group, Inc.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Will be done on a pro-rata basis.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

n/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

n/a

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

n/a

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

n/a

(Attach additional sheet if necessary)