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Division of Corporations

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MERGER OR SHARE EXCHANGE

James A. Schuster, M.D., P.A.

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ARTICLES OF MERGER
OF
JAMES A. SCHUSTER, M.D., P.C.
INTO
JAMES A. SCHUSTER, M.D., P.A.

Under Chapter 607.1105 of the
of the Florida Statutes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation organized and existing under and by virtue of the Business Organizations Law of the State of Florida:

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| Name | State of incorporation |
|-------------------------------|------------------------|
| James A. Schuster, M.D., P.C. | New York |
| James A. Schuster, M.D., P.A. | Florida |

SECOND: That the name and jurisdiction of the surviving corporation is:

| Name | State of incorporation |
|------------------------------|------------------------|
| James A. Schuster, M.D., P.A | Florida |

THIRD: That the plan of merger was adopted by the shareholders of merging corporation on November 21, 2011.

FOURTH: That the Plan of Merger was adopted by the shareholders of the surviving corporation on November 21, 2011.

FIFTH: That the Plan of Merger is attached.

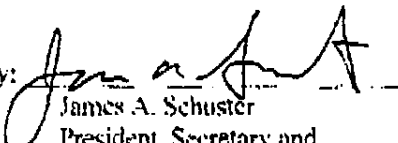
SIXTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the surviving corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the constituent corporation of this State, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders of the

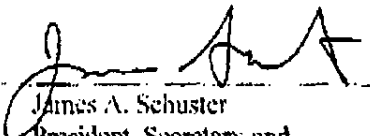
constituent corporations, and irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or proceedings. The address to which a copy of such process shall be mailed by the Florida Secretary of State is 6021 Silver King Blvd., #301, Cape Coral, FL 33914.

IN WITNESS WHEREOF, James A. Schuster, M.D., P.A. and James A. Schuster, M.D., P.C. have caused these Articles to be signed by their respective President and Secretary who affirm under the penalties of perjury that its contents are true this ____ day of November, 2011

JAMES A. SCHUSTER, M.D., P.A.

By: 
James A. Schuster
President, Secretary and
Sole Shareholder

JAMES A. SCHUSTER, M.D., P.C.

By: 
James A. Schuster
President, Secretary and
Sole Shareholder

PLAN OF MERGER

Plan of Merger dated November 21, 2011, between **James A. Schuster, M.D., P.C.** a New York professional service corporation, sometimes referred to as "Schuster New York" and **James A. Schuster, M.D., P.A.** a Florida professional corporation referred to as "Schuster Florida" or the "Surviving Corporation."

Schuster New York is a professional service corporation organized and existing under and by virtue of the laws of New York. Schuster Florida is a professional corporation organized and existing under and by virtue of the laws of Florida.

The board of directors of Schuster New York and Schuster Florida, the parties to this Agreement, deem it desirable and in the best interests of the corporations and their shareholders that Schuster New York be merged into Schuster Florida.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions set forth below, the constituent corporations agree as follows:

1. The name of the constituent corporations are Schuster New York and Schuster Florida.
2. The name of the Surviving Corporation is Schuster Florida.
3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are as follows:

James A. Schuster, M.D., P.C.

| <u>Designation</u> | <u>Number</u> | <u>Entitled to Vote</u> | <u>Vote as a Class</u> |
|--------------------|---------------|-------------------------|------------------------|
| Voting Common | 50 | 50 | 50 |

James A. Schuster, M.D., P.A.

| <u>Designation</u> | <u>Number</u> | <u>Entitled to Vote</u> | <u>Vote as a Class</u> |
|--------------------|---------------|-------------------------|------------------------|
| Voting Common | 1,000 | 1,000 | 1,000 |

4. Upon such merger, the separate corporate existence of Schuster New York shall cease, the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations and the Surviving Corporation shall become subject to all the liabilities, obligations and penalties of the constituent corporations.

5. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the Surviving Corporation shall be as appears in the certificate of incorporation of the Surviving Corporation, as amended.

6. The bylaws of Schuster Florida, as in effect on the effective date, shall be the bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided in those bylaws.

7. The names and addresses of the persons who shall constitute the board of directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

(a) James A. Schuster, M.D., Sole Shareholder and Director

6021 Silver King Blvd., #301
Cape Coral, FL 33914

8. The method of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

a) Each common share having a par value of \$.01 per share of Schuster Florida issued and outstanding on the effective date of the merger shall continue to be one common share having no par value per share of the Surviving Corporation;

b) Each common share having a par value of \$.01 per share of Schuster New York issued and outstanding on the effective date of the merger shall be changed and converted into one (1) common share having a par value of \$.01 per share of the Surviving Corporation, which common shares of the Surviving Corporation shall then be issued and outstanding, provided, however, that no fractional shares of the Surviving Corporation shall be issued, and in lieu of the issuance of fractional shares to which any holder of the common shares of Schuster New York would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of the fraction, based on the market value of the common shares on the effective date;

c) Any and all shares of voting common stock of Schuster New York held by Schuster New York in its treasury on the effective date of the merger shall immediately be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued or issuable in return for close shares;

d) After the effective date of the merger, holders of certificates for common shares in Schuster New York shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of the share certificates, the Surviving Corporation shall issue in exchange therefor a certificate of common shares in the Surviving Corporation representing the number of shares to which the holder shall be entitled as set forth above. The foregoing notwithstanding, because James A. Schuster, M.D. owns all of the issued and outstanding stock of both Schuster New York and Schuster Florida, and will own all of the issued and outstanding stock of Schuster Florida after the merger. He has executed this Plan of Merger in order to evidence his agreement that, rather than his receiving additional shares of the stock of Schuster Florida in exchange for his shares of stock in Schuster New York, he shall instead surrender his stock in Schuster New York for cancellation, and retain his stock in Schuster Florida, which shall constitute one hundred percent (100%) of the issued and outstanding stock of the Surviving Corporation.

e) In addition, the holders of such certificates shall be entitled to receive any dividends on such common shares of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the issuance to the holders of the certificate of common shares. Holders of certificates of common shares of J4 shall not be entitled to dividends payable on shares in the Surviving Corporation unless and until the holders of the certificates have been issued certificates of common shares in the Surviving Corporation as provided above.

9. Neither Schuster New York nor the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

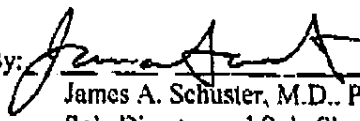
10. This merger agreement shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of New York and Florida, at a meeting to be held on or before November 30, 2011, or at such other time as the boards of directors of the constituent corporations shall agree.

11. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under the contracts relating to it, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

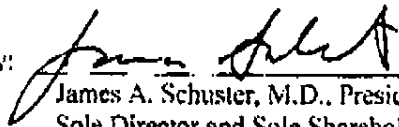
This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

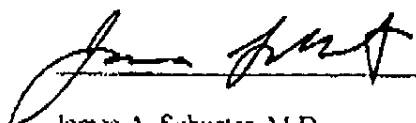
IN WITNESS WHEREOF, the parties to this agreement have caused this Plan of Merger to be executed by their respective officers and directors and have caused their respective corporate seals to be impressed on this agreement on this 21st day of November, 2011.

JAMES A. SCHUSTER, M.D., P.A.

By: 
James A. Schuster, M.D., President
Sole Director and Sole Shareholder

JAMES A. SCHUSTER, M.D., P.C.

By: 
James A. Schuster, M.D., President
Sole Director and Sole Shareholder


James A. Schuster, M.D.