

8/21/2013 14:52:17 From: To: 8506176380

Division of Corporations

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MERGER OR SHARE EXCHANGE
LONG ISLAND PATHOLOGY, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$78.75

Merger

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08-22-13

ARTICLES OF MERGER

of

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation

with and into

LONG ISLAND PATHOLOGY, P.A.
a Florida professional corporation

August 19, 2013

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105.

1. Surviving Corporation. The name of the surviving corporation is "LONG ISLAND PATHOLOGY, P.A." The jurisdiction of the surviving corporation is Florida.
2. Merging Corporation. The name of the merging corporation is "LONG ISLAND PATHOLOGY, P.C." The jurisdiction of the merging corporation is New York.
3. Merger. The Plan of Merger is attached.
4. Effective Date. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
5. Adoption of the Merger by the Surviving Corporation. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on August 19, 2013, pursuant to a written consent that was executed in accordance with section 617.0701 of the Florida Business Corporation Act.
6. Adoption of the Merger by the Merging Corporation. The Plan of Merger was adopted by the sole shareholder of the merging corporation on August 19, 2013, pursuant to a written consent that was executed in accordance with laws of the State of New York.


* * *

IN WITNESS WHEREOF, these Articles of Merger have been executed as of date first set forth above.

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation

By: 
Ali Tamsen, M.D., its sole shareholder and director

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation

By: 
Ali Tamsen, M.D., its sole shareholder and director

PLAN OF MERGER

of

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation

with and into

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation

August 19, 2013

In accordance with the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act (together, the "Act"), the New York Professional Service Corporations Act, and the New York Business Corporation Law, **LONG ISLAND PATHOLOGY, P.C.**, a New York professional service corporation (the "Merging Corporation"), and **LONG ISLAND PATHOLOGY, P.A.**, a Florida professional corporation (the "Surviving Corporation"), hereby adopt the following Plan of Merger (this "Plan"):

1. Parties. The name and jurisdiction of formation of each of the constituent entities is as follows:

Name	State of Formation/ Incorporation
LONG ISLAND PATHOLOGY, P.C.	New York
LONG ISLAND PATHOLOGY, P.A.	Florida

2. Designation and Number of Outstanding Shares.

Constituent Entity	Designation and Number of Outstanding Shares Entitled to Vote on the Merger
Merging Corporation	5 Shares of Common Stock
Surviving Corporation	5 Shares of Common Stock

3. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the Act (the "Merger"). The Merger shall become effective at such time as those certain Articles of Merger, in substantially the form attached hereto as Exhibit A, are duly filed with the Florida Department of State, and that certain Certificate of Merger, in substantially the form attached hereto as Exhibit B, is duly filed with the New York Department of State (the "Effective Time").

4. Charter. The Articles of Incorporation of the Surviving Corporation, in effect as of the Effective Time, shall be the Charter of the Surviving Corporation until further amended as permitted by law.

5. Conversion of Interests. Upon the Effective Time (i) each issued and outstanding share of common stock of the Merging Corporation shall, by operation of the merger, convert into an equal number of shares of common stock of the Surviving Corporation (the "Merger Consideration") and

(ii) the Surviving Corporation shall distribute the Merger Consideration to the sole shareholder of the Merging Corporation.

6. Effect of Merger. As of the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of the Merging Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, or assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

8. Amendment and Termination. This Plan may amended or terminated, as the case may be, by written instrument of both parties at any time before the Articles of Merger are filed.

* * *

IN WITNESS WHEREOF, the parties have executed this Plan as of the date first set forth above.

MERGING CORPORATION:

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation

By: 

Ali Tamsen, M.D., its sole shareholder and director

SURVIVING CORPORATION:

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation

By: 

Ali Tamsen, M.D., its sole shareholder and director

SIGNATURE PAGE TO PLAN OF MERGER

8/21/2013 14:52:17 From: To: 8506176380

(5/11)

EXHIBIT A
ARTICLES OF MERGER

(see attached)

8/21/2013 14:52:17 From: To: 8506176380

(8/11)

EXHIBIT B
CERTIFICATE OF MERGER

(see attached)

EXHIBIT TO PLAN OF MERGER

CT-07

CERTIFICATE OF MERGER

of

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation
(the "Merging Corporation")

and

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation
(the "Surviving Corporation")

into

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation
(the "Surviving Corporation")

Under Section 907 of the Business Corporation Law

August 19, 2013

1. Parties. The name, jurisdiction of formation, and date of incorporation of each of the constituent entities is as follows:

Name	State of Formation/ Incorporation	Date of Incorporation
LONG ISLAND PATHOLOGY, P.C.	New York	November 18, 1993
LONG ISLAND PATHOLOGY, P.A.	Florida	August 19, 2013

2. Surviving Corporation. The name of the Surviving Corporation is Long Island Pathology, P.A., a Florida professional corporation.

3. Designation and Number of Outstanding Shares. As to each constituent entity, the designation and number of outstanding shares and the voting rights of those shares are as follows:

Constituent Entity	Designation and Number of Outstanding Shares Entitled to Vote on the Merger
LONG ISLAND PATHOLOGY, P.C.	5 Shares of Common Stock, one vote per share
LONG ISLAND PATHOLOGY, P.A.	5 Shares of Common Stock, one vote per share

4. Adoption of the Merger by the Merging Corporation. A Plan of Merger, dated as of August 19, 2013, by and between the Merging Corporation and the Surviving Corporation (the "Plan of Merger"), was adopted by the sole shareholder of the Merging Corporation on August 19, 2013, pursuant to a written consent that was executed in accordance with the Business Corporation Law.

6. Compliance with Foreign Law. The merger is permitted by the laws of the State of Florida and is in compliance therewith.

7. Status of Surviving Corporation. The Surviving Corporation was formed under the laws of the State of Florida on August 19, 2013. The Surviving Corporation has not filed an application for authority to do business in the State of New York and will not conduct business in the State of New York until such application is filed with the New York Department of State.

8. Service of Process. The Surviving Corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the constituent entities previously amenable to suit in the State of New York, and for the enforcement of the right of the sole shareholder of the Merging Corporation to receive payment for his shares against the Surviving Corporation.

9. Compliance with Section 623. Subject to the provisions of Section 623 of the Business Corporation Law, the Surviving Corporation will promptly pay to the sole shareholder of the Merging Corporation the amount, if any, to which he shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

10. Designation of Agent for Service of Process. The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The Secretary of State of the State of New York shall mail a copy of any process against the Surviving Corporation served upon the Secretary of State of the State of New York to the following address: 240 Meeting House Lane, Southampton, New York 11968.

11. Fees and Taxes. All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are due and payable by the Merging Corporation have been paid. The cessation franchise tax report through the anticipated date of the merger has been filed by the Merging Corporation.

12. Cessation Tax Report. Within thirty (30) days after the filing of this Certificate of Merger, the Surviving Corporation will file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance of the State of New York by the Merging Corporation.

13. Effective Date. The merger shall become effective on the date this Certificate of Merger is filed with the New York Department of State.

* * *

8/21/2013 14:52:17 From: To: 8506176380

(11/11)

From:

08/15/2013 16:29

#866 P.004/019

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of date first set forth above.

LONG ISLAND PATHOLOGY, P.A.,
a Florida professional corporation

By: 

All Tamsen, M.D., its sole shareholder and director

LONG ISLAND PATHOLOGY, P.C.,
a New York professional service corporation

By: 

All Tamsen, M.D., its sole shareholder and director

SIGNATURE PAGE TO CERTIFICATE OF MERGER (NY)

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