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(Requestor's Name)

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(City/State/Zip/Phone #)

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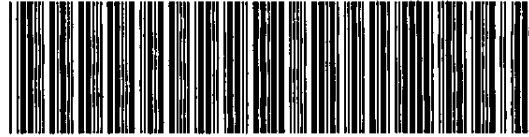
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C.L.  
1-6-15

TASO M. MILONAS, P.A.

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writer's e-mail:  
tmilonas@wealthlawgroup.com

Taso M. Milonas, J.D., LL.M., B.C.S.  
*Board Certified Tax Lawyer*  
*Certified Circuit Court Mediator*

December 29, 2014

**VIA FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32399

Re: GCOC, Inc.

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger for GCOC, Inc. (the surviving corporation) and Gulf Coast Orthopedic Center – Alfred O. Bonati, P.A. (the merging corporation), together with our check payable to the Florida Department of State in the amount of \$70.00 (\$35.00 each for the merging and surviving corporations).

Please return all correspondence concerning this matter to the following:

Taso M. Milonas, Esq.  
1348 Fruitville Road, Suite 202  
Sarasota, FL 34236

E-mail address (to be used for future annual report notification):  
tmilonas@wealthlawgroup.com.

**Please acknowledge receipt of this letter and the enclosures by returning the enclosed copy of this cover stamped with your receiving stamp in the envelope provided.** Thank you in advance for your prompt attention to the foregoing. If you have any questions or require any additional information, please contact the undersigned.

Sincerely,

Taso M. Milonas

TMM/  
Enclosures

TASO M. MILONAS, P.A.

writer's e-mail:  
tmilonas@wealthlawgroup.com

Taso M. Milonas, J.D., LL.M., B.C.S.  
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Sincerely,



Taso M. Milonas

TMM/  
Enclosures

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ARTICLES OF MERGER OF

GCOC, INC.

AND

GULF COAST ORTHOPEDIC CENTER – ALFRED O. BONATI, M.D, P.A.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, for the purpose of merging the undersigned corporations into one of such corporations.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GCOC, INC.	Florida	P14000101847

2. The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GULF COAST ORTHOPEDIC CENTER – ALFRED O. BONATI, M.D, P.A.	Florida	F55368

3. The Plan of Merger is attached.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 29, 2014 and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors of the merging corporation on December 29, 2014 and shareholder approval was not required.

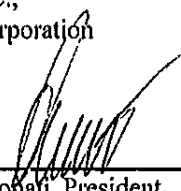
DATED this 29th day of December, 2014.



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DIVISION OF CORPORATIONS

14 DEC 30 AM 7:54

GCOC, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Alfred O. Bonati, President

"Surviving Corporation"

GULF COAST ORTHOPEDIC  
CENTER -- ALFRED O. BONATI, M.D.,  
a Florida corporation

  
\_\_\_\_\_  
Alfred O. Bonati, President

"Merging Corporation"

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14 DEC 30 AM 7:54

PLAN OF MERGER OF

GCOC, INC.

AND

GULF COAST ORTHOPEDIC CENTER – ALFRED O. BONATI, M.D, P.A.

THIS PLAN OF MERGER is entered into this 29th day of December, 2014, by and between GCOC, INC., a Florida corporation, ("Surviving Corporation") and GULF COAST ORTHOPEDIC CENTER – ALFRED O. BONATI, M.D, P.A., a Florida professional association, ("Absorbed Corporation").

WITNESSETH

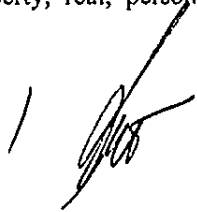
WHEREAS, the Boards of Directors of the Surviving Corporation and the Absorbed Corporation deem it desirable and in the best interests of the corporations and their respective shareholders that the corporations be merged and that Surviving Corporation be the surviving corporation following the merger;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the undersigned corporations agree as follows:

1. Merger. Surviving Corporation and Absorbed Corporation shall merge and Surviving Corporation shall be the surviving corporation following the merger.

2. Articles of Merger. Upon approval of this Plan of Merger, as set forth in paragraph 9 below, the directors of the corporations shall cause Articles of Merger to be filed with the Secretary of State of the State of Florida.

3. Terms and Conditions. On the effective date of the merger, the separate existence of Absorbed Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and all of the property, real, personal and mixed, of the Absorbed

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Corporation, without the necessity for any separate transfer. Surviving Corporation shall thereafter be responsible for all liabilities and obligations of Absorbed Corporation, and neither the rights of creditors nor any liens on the property of Absorbed Corporation shall be impaired by the merger.

4. Conversion of Shares. The manner and basis of converting shares of the Absorbed Corporation into shares of the Surviving Corporation shall be as follows:

- a. All of the shares of stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one thousand (1,000) shares of no par value shares of common stock of Surviving Corporation, which shares shall thereupon be issued and outstanding.
- b. In the event the foregoing conversion otherwise would result in the issuance of any fractional share or shares, then, in that event, such fraction or fractions shall automatically be rounded off to an additional share in the event the fraction is greater than one-half ( $1/2$ ) or eliminated entirely in the event the fraction is one-half ( $1/2$ ) or less.
- c. As of the effective date of the merger, each holder of certificates for shares of stock in the Absorbed Corporation 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 such share certificates, the Surviving Corporation shall issue and exchange them for certificates for shares of common stock in Surviving Corporation, representing the number of shares of such stock to which each holder is entitled as provided above.

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d. Holders of certificates of common stock of Absorbed Corporation shall not be entitled to dividends payable on shares of stock in Surviving Corporation until certificates have been issued to such shareholders. Thereafter, subject to the relative rights and privileges of the common stock, each such shareholder shall be entitled to receive any dividends on shares of stock of Surviving Corporation issuable to such shareholder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate in the Surviving Corporation to which such shareholder is entitled.

5. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation in effect as of the date of this Plan of Merger shall continue to be its articles of incorporation following the effective date of the merger.

6. Bylaws. The Bylaws of Surviving Corporation in effect as of the date of this Plan of Merger shall continue to be its bylaws following the effective date of the merger.

7. Directors and Officers. The directors and officers of Surviving Corporation serving as of the date of this Plan of Merger shall continue as the directors and officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until qualified successors have been duly elected and appointed.

8. Prohibited Transactions. Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

9. Approval. This Plan of Merger shall be effective upon approval of the directors of the Surviving Corporation and the Absorbed Corporation. No approval shall be required of the shareholders of either corporation.

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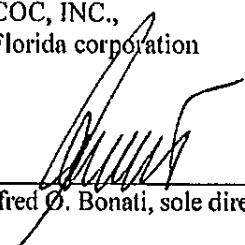
10. Tax Consequences. It is intended that the proposed merger of the Surviving Corporation and Absorbed Corporation contemplated herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder.

11. Effective Date. All of the actions contemplated herein shall be effective upon the filing of the Articles of Merger.

12. Abandonment of Merger. This Plan may be abandoned by action of the directors of either corporation prior to the effective date.

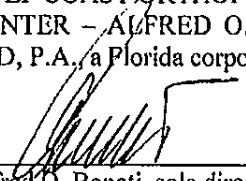
13. Further Action. The proper officers and directors of the corporations shall be authorized to do and perform any and all other acts they deem necessary or appropriate to cause the purpose and intent of this plan to be fully and expeditiously implemented in accordance with applicable law.

GCOC, INC.,  
a Florida corporation

  
Alfred O. Bonati, sole director

"Surviving Corporation"

GULF COAST ORTHOPEDIC  
CENTER - ALFRED O. BONATI,  
M.D., P.A., a Florida corporation

  
Alfred O. Bonati, sole director

"Absorbed Corporation"