

**P93 000036264**

Florida Department of State  
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*EFF DATE 12/31/06*



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From: Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
Account Number : 076077001702  
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06 DEC 28 AM 11:47  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

Ocala Neurosurgical Center, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$183.75

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ATTENTION: KAREN GIBSON

PER OUR TELEPHONE CONVERSATION PLEASE RETAIN ORIGINAL FILING DATE OF DECEMBER 28, 2006, EFFECTIVE DATE OF DECEMBER 31, 2006.

MARY FENDLE  
(407) 428-5119

*Merge/NC  
JCC 1/3/07*

Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850) 205-0300

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

*FILE 12/28  
AB 12/31*

MERGER OR SHARE EXCHANGE

Ocala Neurosurgical Center, P.A.

Certificate of Status	0
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RE-SUBMITTED FOR FILING, PER TELEPHONE CONVERSATION WITH KAREN GIBSON.

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DIVISION OF CORPORATIONS

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*FF. DATE*  
*12/31/06*

**ARTICLES OF MERGER**  
(Profit Corporations)

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

FILED  
06 DEC 28 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Ocala Neurosurgical Center, Inc.</u>	<u>Florida</u>	<u>P93000036264</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Barry J. Kaplan, M.D., P.A. of 1993</u>	<u>Florida</u>	<u>P93000036151</u>
<u>Antonio Disclafani, II, M.D., P.A.</u>	<u>Florida</u>	<u>P93000044563</u>
<u>Mark D. Oliver, M.D., P.A.</u>	<u>Florida</u>	<u>P98000081257</u>
<u>Daniel P. Robertson, M.D., P.A.</u>	<u>Florida</u>	<u>P05000112055</u>

Third: The Plan of Merger is attached.

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

OR 12/31/06 / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 27, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

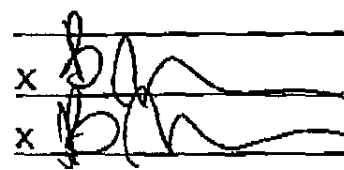
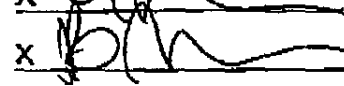

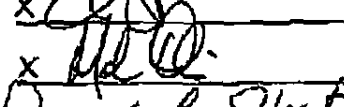
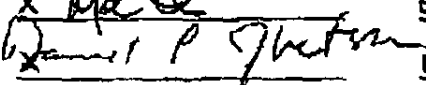
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 27, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Ocala Neurosurgical Center, Inc.	X 	By: Barry J. Kaplan, M.D., President
Barry J. Kaplan, M.D., P.A. of 1993	X 	By: Barry J. Kaplan, M.D., President
Antonio Disclafani, II, M.D., P.A.	X 	By: Antonio Disclafani, II, M.D., President
Mark D. Oliver, M.D., P.A.	X 	By: Mark D. Oliver, M.D., President
Daniel P. Roberson, M.D., P.A.		By: Daniel P. Robertson, M.D., President

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**PLAN OF MERGER**  
**OF BARRY J. KAPLAN, M.D., P.A. OF 1993, ANTONIO DISCLAFANI, II, M.D., P.A.,**  
**MARK D. OLIVER, M.D., P.A. AND DANIEL P. ROBERTSON, M.D. P.A.**  
**WITH AND INTO OCALA NEUROSURGICAL CENTER, INC.**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 27 day of December, 2006, by and between BARRY J. KAPLAN, M.D., P.A. Of 1993, a Florida corporation ("Kaplan"), ANTONIO DISCLAFANI, II, M.D., P.A., a Florida corporation ("Disclafani"), MARK D. OLIVER, M.D., P.A., a Florida corporation ("Oliver") and DANIEL P. ROBERTSON, M.D. P.A., a Florida corporation ("Robertson"), and OCALA NEUROSURGICAL CENTER, INC., a Florida corporation ("ONC").

**RECITALS**

WHEREAS, the Board of Directors of Kaplan, Disclafani, Oliver, Robertson and ONC have resolved that Kaplan, Disclafani, Oliver and Robertson be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into ONC, with ONC being the "Surviving Corporation".

NOW THEREFORE, *in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:*

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.

2. **Merger.** The Board of Directors of Kaplan, Disclafani, Oliver, Robertson and ONC hereby agree that Kaplan, Disclafani, Oliver and Robertson, at the Effective Date (as hereinafter defined), shall be merged with and into ONC (the "Merger").

3. **Effects of Merger.** On the Effective Date, the separate existence of Kaplan, Disclafani, Oliver and Robertson shall cease and Kaplan, Disclafani, Oliver and Robertson shall be merged with and into ONC which, as the Surviving Corporation, shall possess all of the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of Kaplan, Disclafani, Oliver and Robertson and all and singular, the rights, privileges, powers and franchises of Kaplan, Disclafani, Oliver and Robertson and all property, real, personal and mixed, and all debts due to Kaplan, Disclafani, Oliver and Robertson on whatever account, and all other things in action or belonging to Kaplan, Disclafani, Oliver and Robertson shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of Kaplan, Disclafani, Oliver and Robertson, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of

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creditors and all liens upon any property of Kaplan, Disclafani, Oliver and Robertson shall be preserved unimpaired, and all debts, liabilities and duties of Kaplan, Disclafani, Oliver and Robertson shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of Kaplan, Disclafani, Oliver and Robertson, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of Kaplan's, Disclafani's, Oliver's and Robertson's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Corporation; Articles of Incorporation.

4.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Ocala Neurosurgical Center, P.A., as set forth in the Amended and Restated Articles of Incorporation attached hereto.

4.2 Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation of ONC attached hereto shall, from and after the Effective Date, be the Articles of Incorporation of the Surviving Corporation.

5. Conversion of Stock and Other Securities. The manner and basis of converting the shares of stock of Kaplan, Disclafani, Oliver and Robertson into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of Kaplan, Disclafani, Oliver and Robertson into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or on part, into cash or other property, are as follows:

5.1 Kaplan Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of Kaplan that is issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished. In exchange therefor, the sole shareholder of Kaplan shall be entitled to receive one (1) share of common stock, \$1.00 par value, of the Surviving Corporation for each share of Kaplan stock owned by such shareholder immediately prior to the Merger.

5.2 Disclafani Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of Disclafani that is issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished. In exchange therefor, the sole shareholder of Disclafani shall receive one (1) share of common stock, \$1.00 par value, of the Surviving Corporation for each share of Disclafani stock owned by such shareholder immediately prior to the Merger.

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5.3 Oliver Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of Oliver that is issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished. In exchange therefor, the sole shareholder of Oliver shall receive one (1) share of common stock, \$1.00 par value, of the Surviving Corporation for each share of Oliver stock owned by such shareholder immediately prior to the Merger.

5.4 Robertson Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of Robertson that is issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished. In exchange therefor, the sole shareholder of Robertson shall receive one (1) share of common stock, \$1.00 par value, of the Surviving Corporation for each share of Robertson stock owned by such shareholder immediately prior to the Merger.

5.5 ONC Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of ONC issued and outstanding immediately prior to the Merger shall be cancelled, and new stock certificates for shares of common stock, \$1.00 par value, of ONC shall be issued as follows:

- (a) Barry J. Kaplan, M.D. shall receive one hundred (100) shares of stock;
- (b) Antonio Disclafani, II, M.D. shall receive one hundred (100) shares of stock;
- (c) Mark D. Oliver, M.D. shall receive one hundred (100) shares of stock; and
- (d) Daniel P. Robertson, M.D. shall receive one hundred (100) shares of stock.

5.6 No other shares of stock or other forms of consideration will be issued as a result of the Merger.

6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Board of Directors of Kaplan, Disclafani, Oliver or Robertson or the Board of Directors of ONC, if the Board of Directors of Kaplan, Disclafani, Oliver or Robertson or the Board of Directors of ONC duly adopt a resolution abandoning this Agreement and Plan of Merger.

6.2 Effective Date. The Effective Date of the Merger shall be as of December 31, 2006.

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IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

WITNESSES:

MERGING CORPORATIONS:


BARRY J. KAPLAN, M.D., P.A. OF 1993

By:   
Barry J. Kaplan, M.D., President


ANTONIO DISCLAFANI, II, M.D., P.A.,

By:   
Antonio Disclafani, II, M.D., President

MARK D. OLIVER, M.D., P.A.

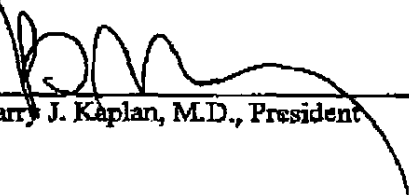
By:   
Mark D. Oliver, M.D., President

DANIEL P. ROBERTSON, M.D. P.A.

By:   
Daniel P. Robertson, M.D., President

SURVIVING CORPORATION:

OCALA NEUROSURGICAL CENTER, INC.

By:   
Barry J. Kaplan, M.D., President

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF OCALA NEUROSURGICAL CENTER, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be Ocala Neurosurgical Center, P.A. (the "Corporation")

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address of this Corporation shall be located at 1901 S.E. 18<sup>th</sup> Avenue, Building 101, Ocala, Florida 34471. The mailing address for the Corporation shall be 1901 S.E. 18<sup>th</sup> Avenue, Building 101, Ocala, Florida 34471.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand (7,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida is 1901 S.E. 18<sup>th</sup> Avenue, Building 101, Ocala, Florida 34471. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Barry J. Kaplan, M.D. The Board of Directors may from time to time designate a new registered agent.

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**ARTICLE V - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Amended and Restated Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

**ARTICLE VI - BOARD OF DIRECTORS**

A. The number of Directors of this corporation shall be four (4).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

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C. The names and street addresses of the members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Barry J. Kaplan, M.D.	1901 S.E. 18 <sup>th</sup> Avenue, Building 101 Ocala, Florida 34471
Antonio Disclafani, II, M.D.	1901 S.E. 18 <sup>th</sup> Avenue, Building 101 Ocala, Florida 34471
Mark D. Oliver, M.D.	1901 S.E. 18 <sup>th</sup> Avenue, Building 101 Ocala, Florida 34471
Daniel P. Robertson, M.D.	1901 S.E. 18 <sup>th</sup> Avenue, Building 101 Ocala, Florida 34471

D. Each Director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

**ARTICLE VII - SHAREHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE VIII - ADDITIONAL CORPORATE POWERS**

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

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A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit sharing plan, a stock bonus plan, a corporate health plan, a group term life insurance plan, or any other retirement or incentive compensation plan.

**ARTICLE IX - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 27 day of December, 2006.

OCALA NEUROSURGICAL CENTER, INC.

By:   
Barry J. Kaplan, M.D., President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Barry J. Kaplan, M.D.

Date: December 27, 2006

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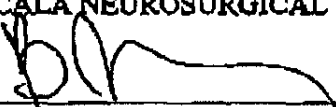
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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
OCALA NEUROSURGICAL CENTER, INC.**

I, BARRY J. KAPLAN, M.D., being the duly elected, qualified and acting President of Ocala Neurosurgical Center, Inc., a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 27 day of December, 2006.

OCALA NEUROSURGICAL CENTER, INC.

  
\_\_\_\_\_  
Barry J. Kaplan, M.D., President