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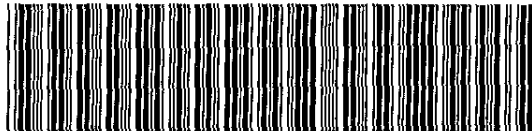
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREFIRST OF FRUITLAND PARK, INC., a Florida corp., P94000001586

INTO

CAREFIRST OF TAVARES, INC., a Florida entity, P94000001578

File date: March 17, 2003

Corporate Specialist: Susan Payne

JOHN LEE BREWERTON, III, P.A.

COUNSELORS AT LAW

250 NORTH ORANGE AVENUE, PENTHOUSE SUITE
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 649-9500 FACSIMILE: (407) 843-4946
E MAIL: BREWLAW@AOL.COM
WEBSITE: BREWLAW.COM

March 14, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger for Carefirst of Fruitland Park, Inc. merging into CareFirst of Travares, Inc., the surviving corporation

Dear Madam or Sir:

Enclosed herewith please find the original executed Articles of Merger for the above-captioned company. Also enclosed is our firm's check number #4288, payable to the Florida Department of State in the amount of \$78.75 (reflecting the \$35.00 fee per party and \$8.75 for a certified copy).

Please file the Articles of Merger upon your receipt, and return a date stamped certified copy to me as soon as possible in the enclosed self-addressed Federal Express envelope.

Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: 

John L. Brewerton, III

JLB/lh
Encl.

ARTICLES OF MERGER

The following Articles of Merger are hereby submitted to the Department of State of the State of Florida in accordance with section 607.1105 Florida Statutes:

ARTICLE I

The surviving corporation shall be CAREFIRST OF TAVARES, INC., a Florida corporation (document number P94000001578), into which CAREFIRST OF FRUTTLAND PARK, INC., a Florida corporation (document number P94000001586), will merge into and no longer exist as a separate corporate entity.

ARTICLE II

The Plan and Agreement of Merger is attached hereto and incorporated herein.

ARTICLE III

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

ARTICLE IV

The Plan and Agreement of Merger was approved by a majority vote of all the shareholders of CAREFIRST OF TAVARES, INC., the surviving corporation on February 12, 2002.

ARTICLE V

The Plan and Agreement of Merger was approved by a majority vote of all the shareholders of CAREFIRST OF FRUTTLAND PARK, INC., the merging corporation on February 12, 2002.

CAREFIRST OF TAVARES, INC.

By: William H. Weaver

Name: William H. Weaver

Title: Secretary

Seal:

By: William H. Weaver

Name: William H. Weaver

Title: President

CAREFIRST OF FRUTTLAND PARK, INC.

By: William H. Weaver

Name: William H. Weaver

Title: Secretary

By: William H. Weaver

Name: William H. Weaver

Title: President

FILED
03 MAR 17 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER*Between***CAREFIRST OF TAVARES, INC.***And***CAREFIRST OF FRUITLAND PARK, INC.**

This Plan and Agreement of Merger is made, and entered into, on the 31st day of December, 2002 by and between CAREFIRST OF TAVARES, INC., a Florida Corporation, hereinafter referred to as the Surviving Corporation, and CAREFIRST OF FRUITLAND PARK, INC., a Florida Corporation, hereinafter referred to as the Merged Corporation. Said Corporations are hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Surviving Corporation is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the Office of the Secretary of State of the State of Florida, on December 29, 1993, and having its registered office at 250 North Orange Avenue, Penthouse Suite, in the City of Orlando, County of Orange, Florida 32801 and having as its registered agent, John L. Brewerton, III, P.A.; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is One Thousand (1000) shares, of which One Hundred Fifty (150) shares are now issued and outstanding; and

WHEREAS, the Merged Corporation is organized and exists under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Florida, on the 29th day of December, 1993, and the address of its registered office is 15050 U.S. Highway 441, in the City of Eustis, County of Lake, Florida 32726, and having as its registered agent, Todd M. Husty; and

WHEREAS, the aggregate number of shares which the Merged Corporation has authority to issue is One Thousand (1000) shares, of which One Hundred Fifty (150) shares are issued and outstanding; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the State of Florida, which permits such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their respective Boards of Directors, do hereby agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective under the laws of the State of Florida (such time being referred to herein as the "Effective Date of the Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.

2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of either itself, or the Constituent Corporation, including those arising from the merger, and hereby appoints as the registered agent for both the Surviving Corporation and the Constituent Corporation the following: John L. Brewerton, III, P.A., 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801.

5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.

7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation of the Surviving Corporation are set forth in EXHIBIT A attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV

The shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in the following manner:

Each share of each Constituent Corporation shall be converted into one (1) fully paid and nonassessable share(s) of capital common stock of the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI

If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of their State of incorporation, and upon (1) the approval by the shareholders of each Constituent Corporation, and (2) the subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations. This Plan and Agreement of Merger may be abandoned by (1) either of the Constituent Corporations by the action of its Board of Directors if such action is taken before the Plan and Agreement of Merger has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (2) the mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the effective date of the merger.

IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in a resolution adopted by its Boards of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each Constituent Corporation, and to have the corporate seal of each Constituent Corporation affixed hereto.

I, _____, Secretary of Carefirst of Tavares, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of Carefirst of Tavares, Inc., a corporation of the State of Florida, was duly submitted to the shareholders of Carefirst of Tavares, Inc. at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that shares of stock of said corporation were on said date issued and outstanding and that the holders of one hundred percent (100%) of the outstanding shares voted in favor of the Plan and Agreement of Merger, the said affirmative vote representing a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the shareholders of Carefirst of Tavares, Inc. and the duly adopted agreement of said corporation.

WITNESS my hand and seal on this 31st day of December, 2002.

CAREFIRST OF TAVARES, INC.

By: William Brewerton

Name: William Brewerton

Title: Secretary

Seal:

I, _____, Secretary of Carefirst of Fruitland Park, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of Carefirst of Fruitland Park, Inc., a corporation of the State of Florida, was duly submitted to the shareholders of Carefirst of Fruitland Park, Inc. at a special meeting of said shareholders, called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that shares of stock of said corporation were on said date issued and outstanding and that the holders of one hundred percent (100%) of the outstanding shares voted in favor of the Plan and Agreement of Merger, the said affirmative vote representing a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the shareholders of Carefirst of Fruitland Park, Inc. and the duly adopted agreement of said corporation.

WITNESS my hand and seal on this 31st day of December, 2002.

CAREFIRST OF FRUITLAND PARK, INC.

By: 

Name: 

Title: Secretary

Seal:

THE ABOVE AGREEMENT OF MERGER, having been executed by the sole shareholder, sole director and President of each corporate party thereto, in accordance with the provisions of the laws of the State of Florida, and the fact having been certified on said Plan and Agreement of Merger by the Secretary of each corporate party thereto, is now hereby executed under the corporate seals of the respective corporations, by the authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said corporation, on the 31st day of December, , 2002.

CAREFIRST OF TAVARES, INC.By: Name: William H. Weaver

Title: Secretary

Seal:

By: 

Name: William H. Weaver

Title: President, Sole Shareholder
and Director

CAREFIRST OF FRUITLAND PARK, INC.

By: 

By: 

Name: William H. Weaver

Name: William H. Weaver

Title: Secretary

Title: President, Sole Shareholder
and Director

Seal:

EXHIBIT A

**ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION**

(attach)

ARTICLES OF INCORPORATION

OF

CareFirst Of Tavares, Inc.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be CareFirst Of Tavares, Inc. This Corporation shall begin its corporate existence as of the date these articles are filed by the Secretary of State.

The principal place of business of this corporation shall be
18050 N. Highway 441
Tavares, Florida, 32726

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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 one thousand (1000) shares of common stock having no par value per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this corporation in the State of Florida will be 26 Cypress Drive, Eustis, Florida 32726. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Steven A. Crews. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (3).
- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial member(s) of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and qualified, is:

Steven A. Crews, 26 Cypress Drive, Eustis, Florida, 32726
Todd M. Hurty, 5690 South Lake Burkett Lane, Winter Park, Florida 32792
William H. Weaver, 24 Cypress Drive, Eustis, Florida, 32726

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator of the corporation is:

Steven A. Crews
26 Cypress Drive
Eustis, Florida 32726

ARTICLE VII

AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of December, 1993.

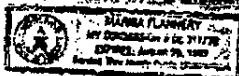
Steven A. Crews
Steven A. Crews

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged and sworn to before me this 15th day of December, 1993 by Steven A. Crews.

Maureen J. Flannery
Notary Public



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
CareFirst Of Tavares, Inc.
2. The name and address of the registered agent and office is:
Steven A. Crooks
28 Cypress Drive
Eustis, Florida 32726

Signature: _____

Title: _____

Date: _____

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signature: _____

Date: _____