

P94000091425

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

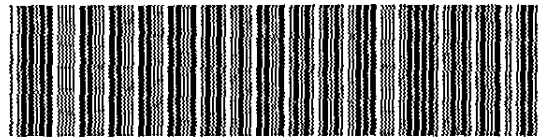
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11/26/02--01073--015 \*\*70.00

EFFECTIVE DATE

11.30.02

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 NOV 26 PM 3:22

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12/6/02

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MEDICAL LEASE ASSOCIATES, INC., a Florida corporation, P92000012969

INTO

ADVANTAGE MEDICAL INTERNATIONAL, INC., a Florida entity,  
P94000091424.

File date: November 26, 2002 , effective November 30, 2002

Corporate Specialist: Darlene Connell

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ADVANTAGE MEDICAL INTERNATIONAL, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Hume

(Name of person)

Hume & Johnson P.A.

(Name of firm/company)

1401 University Drive, #301

(Address)

Coral Springs, FL 33071

(City/state and zip code)

For further information concerning this matter, please call:

John Hume

(Name of person)

at ( 954 ) 755-9880  
(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

# 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, F.S.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE

11-30-02

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ADVANTAGE MEDICAL INTERNATIONAL, INC.	FLORIDA	P94000091424

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MEDICAL LEASE ASSOCIATES, INC.	FLORIDA	P92000012969

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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 11 / 30 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 11/11/02

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 11/11/02

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)

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Advantage Medical International, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Advantage Medical International, Inc.

Florida

Medical Lease Associates, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

The surviving corporation shall succeed to all of the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, of the merging corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

**Fourth:** The manner and basis of converting the shares of each corporation 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 each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: As the shareholders of the merging corporation and the surviving corporation are identical, the shares of the merging corporation shall be cancelled simultaneously with the effectiveness of the merger.

**Fifth:** The Articles of Incorporation of the surviving corporation will continue to be its Articles of Incorporation following the effective date of the merger.

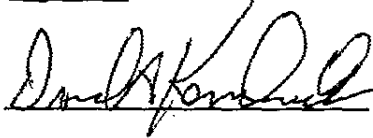
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

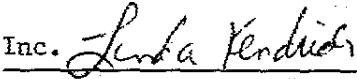
Typed or Printed Name of Individual & Title

Advantage Medical  
International, Inc.



David Kendrick, President

Medical Lease Associates, Inc.



Linda Kendrick, President