

P95000001843

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MERGER OR SHARE EXCHANGE

Osler Medical, Inc.

Certificate of Status	0
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1/1/01

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TALLAHASSEE, FLORIDA

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S. PAYNE JAN 1 - 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHYSICIANS BUILDING DEVELOPMENT CORPORATION, a Florida corp.,
P97000046655

INTO

OSLER MEDICAL, INC., a Florida entity, P95000001843.

File date: December 29, 2000 , effective January 1, 2001

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

of
PHYSICIANS BUILDING DEVELOPMENT CORPORATION, a Florida corporation

into
OSLER MEDICAL, INC., a Florida corporation

The undersigned corporations, desiring to merge into a single entity in accordance with the applicable provisions of Section 607.1105, *Florida Statutes*, hereby subscribe to these Articles of Merger as follows:

ARTICLE I

NAME AND JURISDICTION OF CONSTITUENT ENTITIES

The name, address and jurisdiction of each constituent entity executing these Articles of Merger are:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Physicians Building Development Corporation 930 South Harbor City Boulevard Melbourne, Florida 32901	Florida	corporation
Osler Medical, Inc. 930 South Harbor City Boulevard Melbourne, Florida 32901	Florida	corporation

EFFECTIVE DATE
1/1/01

ARTICLE II

SURVIVING ENTITY

The surviving entity of this merger is Osler Medical, Inc., a Florida corporation.

ARTICLE III

ADOPTION OF PLAN

A plan of merger (the "Agreement and Plan of Merger") was adopted by each of Physicians Building Development Corporation and Osler Medical, Inc. on the 27 day of December 2000 in accordance with law.

ARTICLE IV

OWNERSHIP APPROVAL

The approval of the shareholders of each of Physicians Building Development Corporation and Osler Medical, Inc. was required for the adoption of the Agreement and Plan of Merger and the

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Agreement and Plan of Merger was approved by the unanimous written consent of the shareholders of each of the foregoing entities on the 21st day of December 2000.

ARTICLE V

AGREEMENT AND PLAN OF MERGER

The completely executed Agreement and Plan of Merger is attached to these Articles of Merger as Exhibit A.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation of Osler Medical, Inc. are hereby amended to delete Article II entitled, "Shares" in its entirety and replace it with the following:

"ARTICLE II

Shares

The aggregate number of shares the corporation is authorized to issue is one hundred thousand (100,000) of which sixty thousand (60,000) shares shall be Class A Common Stock, par value one cent (\$0.01) per share, twenty thousand (20,000) shares shall be Class B Common Stock, par value one cent (\$0.01) per share, and twenty thousand (20,000) shares shall be Preferred Stock, par value one cent (\$0.01) per share.

Common Stock. The shares of Class A Common Stock shall be entitled to one (1) vote per share on all matters to be acted upon by the stockholders and the shares of the Class B Common stock shall not have voting rights. In all other respects (including, without limitation, preferences in the distribution of dividends and assets) the Class A Common Stock and Class B Common Stock shall have the same rights and privileges.

Preferred Stock. The Preferred Stock may be issued from time to time in one (1) or more series. The Board of Directors is authorized to fix by resolution or resolutions the designations of each series of Preferred Stock and the preferences, limitations and relative rights of each series."

ARTICLE VII

EFFECTIVE DATE

These Articles of Merger shall become effective on the 1st day of January 2001.

IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of Merger
this 21 day of December 2000.

ATTEST:

By: **PHYSICIANS BUILDING
DEVELOPMENT CORPORATION**

✓

Joseph A. Wasselle, M.D., Secretary

By: _____
Martin A. Lenoci, D.P.M., President

By: **OSLER MEDICAL, INC.**

Robert S. Morris, Jr., M.D.
Robert S. Morris, Jr., M.D., Secretary

By: _____
Andrew M. Atkinson, Chairman of the
Board of Directors

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OSLER MEDICAL

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ARTICLE VII

EFFECTIVE DATE


These Articles of Merger shall become effective on the 1st day of January 2001.

IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of Merger
this _____ day of December 2000.


ATTEST:


Joseph A. Wasselle, M.D., Secretary

By: **PHYSICIANS BUILDING
DEVELOPMENT CORPORATION**

By: 
Martin A. Lenoci, D.P.M., President

By: **OSLER MEDICAL, INC.**


Robert S. Morris, Jr., M.D., Secretary

By: _____
Andrew M. Atkinson, Chairman of the
Board

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into this 27 day of December 2000 by and among Physicians Building Development Corporation, a Florida corporation, and Osler Medical, Inc., a Florida corporation, as follows:

ARTICLE I

CONSTITUENT ENTITIES

<u>Name</u>	<u>Address</u>	<u>Jurisdiction of Organization and Governing Law</u>
Physicians Building Development Corporation	930 South Harbor City Blvd. Melbourne, Florida 32901	Florida
Osler Medical, Inc.	930 South Harbor City Blvd. Melbourne, Florida 32901	Florida

ARTICLE II

SURVIVING ENTITY

Osler Medical, Inc., a Florida corporation, shall be the surviving entity of the merger.

ARTICLE III

TERMS AND CONDITIONS OF MERGER

A. Upon the effective date of the merger ("effective date"), Physicians Building Development Corporation and Osler Medical, Inc. shall become a single entity which shall be Osler Medical, Inc., and the separate existence of the non-surviving entity shall cease except to the extent provided by the laws of the State of Florida for a corporation after its merger into another entity.

B. From and after the effective date, the surviving entity shall possess (i) all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the constituent entities, (ii) all property, real, personal and mixed, belonging to each of the constituent entities, (iii) all debts due on whatever account (including subscriptions for shares) and other choses in action due or belonging to each of the constituent entities, and (iv) all other interests belonging to each of the constituent entities. All of such property, debts, choses in action and other interests shall be taken and deemed to be vested in the surviving entity without further act or deed, including the title to all real estate, or any interest therein, vested in either of the constituent entities, which title shall not revert or be in any way impaired by reason of the merger. If at any time the surviving entity shall consider or be advised that any further assignments or assurances in law are

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necessary to vest in the surviving entity any property, debts, choses in action or other interests of the non-surviving entity, the proper officers and directors (and, if required, stockholders) of the non-surviving entity shall make and execute all such requested assignments and assurances in law and do all things necessary or proper to vest such property, debts, choses in action or other interests in the surviving entity, and otherwise to carry out the purposes of this Agreement.

C. From and after the effective date, the surviving entity shall be responsible and liable for all of the liabilities and obligations of each of the constituent entities, and any claim existing or action or proceeding pending by or against either of the constituent entities may be prosecuted to judgment by or against such constituent entity as if the merger had not taken place, or by or against the surviving entity (which may be substituted as a party in any such action or proceeding), and neither the rights of creditors nor any liens upon the property of either of the constituent entities shall be impaired by the merger.

D. The articles of incorporation of the surviving entity as constituted immediately prior to the effective date shall continue to be the articles of incorporation of the surviving entity, except as amended as described below.

E. The bylaws of the surviving entity as constituted immediately prior to the effective date shall continue to be the bylaws of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

F. The officers and directors of the surviving entity as constituted immediately prior to the effective date shall continue to be the officers and directors of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

ARTICLE IV

FILING REQUIREMENTS

Osler Medical, Inc. shall cause articles of merger to be filed with the State of Florida, which shall be executed by Physicians Building Development Corporation and Osler Medical, Inc. as required by law.

ARTICLE V

MANNER AND BASIS OF CONVERTING SHARES

A. Physicians Building Development Corporation is authorized to issue a single class of capital stock, ten thousand (10,000) shares of common stock, par value one dollar (\$1.00) per share. One thousand three hundred (1,300) shares are issued and outstanding.

B. 1. Osler Medical, Inc. is authorized to issue sixty thousand (60,000) shares of capital stock of which twenty thousand (20,000) shares are Class A Common Stock, par

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value one cent (\$0.01) per share, twenty thousand (20,000) shares are Class B Common Stock, par value one cent (\$0.01) per share, and twenty thousand (20,000) shares are Preferred Stock, par value one cent (\$0.01) per share.

2. The shares of Class A Common Stock are entitled to one (1) vote per share on all matters to be acted upon by the shareholders and the shares of Class B Common Stock shall not have voting rights. In all other respects, Class A Common Stock and Class B Common Stock have the same rights and privileges. The Preferred Stock shall have such preferences, limitations and relative rights as the Board of Directors of Osler Medical, Inc. shall fix by resolution.

3. Fifteen thousand (15,000) shares of Class A Common Stock and one thousand (1000) shares of Class B Common Stock are issued and outstanding. No Preferred Stock is issued and outstanding.

C. The holders of shares of Osler Medical, Inc. shall retain their existing shares and no additional shares of Osler Medical, Inc. shall be issued. All of the outstanding shares of Physicians Building Development Corporation consisting of one thousand three hundred (1,300) shares of common stock, shall be retired and cancelled and all of the authorized and unissued shares of Osler Medical, Inc., if any, shall be cancelled. Shareholders of Physician Building Development Corporation shall be entitled to receive in the aggregate thirteen (13) shares of Class A Common Stock of Osler Medical, Inc., par value one cent (\$0.01). Said shares of the capital stock of Osler Medical, Inc. shall be distributed among the shareholders of Physicians Building Development Corporation pro rata.

D. Persons who have subscribed to acquire shares of common stock of Physicians Building Development Corporation and have not acquired such shares as of the effective date of the merger shall be entitled to acquire one (1) share of Class A Common Stock of Osler Medical, Inc. for each one hundred (100) shares of common stock of Physicians Building Development Corporation subject to the subscription. Such persons may acquire shares of Class A Common Stock of Osler Medical, Inc. for such period of time as such person could have acquired shares of Physicians Building Development Corporation.

ARTICLE VI

AMENDMENT TO ARTICLES OF INCORPORATION

The articles of merger to be filed with the Secretary of State of the State of Florida shall contain an amendment to the articles of incorporation of Osler Medical, Inc. which deletes Article II, entitled, "Shares", in its entirety and replace it with the following:

"ARTICLE II

Shares

The aggregate number of shares the corporation is authorized to issue is one hundred thousand (100,000) of which sixty thousand (60,000) shares shall be Class A Common Stock, par value one cent (\$0.01) per share, twenty thousand (20,000) shares shall be Class B Common Stock, par value one cent (\$0.01) per share, and twenty thousand (20,000) shares shall be Preferred Stock, par value one cent (\$0.01) per share.

Common Stock. The shares of Class A Common Stock shall be entitled to one (1) vote per share on all matters to be acted upon by the stockholders and the shares of the Class B Common stock shall not have voting rights. In all other respects (including, without limitation, preferences in the distribution of dividends and assets) the Class A Common Stock and Class B Common Stock shall have the same rights and privileges.

Preferred Stock. The Preferred Stock may be issued from time to time in one (1) or more series. The Board of Directors is authorized to fix by resolution or resolutions the designations of each series of Preferred Stock and the preferences, limitations and relative rights of each series."

ARTICLE VII

EFFECTIVE DATE

The merger shall become effective on the 1st day of January 2001.

ATTEST:

By: PHYSICIANS BUILDING
DEVELOPMENT CORPORATION

Joseph A. Wasselle, M.D., Secretary

By: _____
Martin A. Lenoci, D.P.M., President

Robert S. Morris, Jr., M.D., Secretary

By: OSLER MEDICAL, INC.

By: _____
Andrew M. Atkinson, M.D., Chairman of
the Board of Directors

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OSLER MEDICAL

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The aggregate number of shares the corporation is authorized to issue is one hundred thousand (100,000) of which sixty thousand (60,000) shares shall be Class A Common Stock, par value one cent (\$0.01) per share, twenty thousand (20,000) shares shall be Class B Common Stock, par value one cent (\$0.01) per share, and twenty thousand (20,000) shares shall be Preferred Stock, par value one cent (\$0.01) per share.

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