



THE UNITED STATES
CORPORATION
COMPANY

P 95000049464

ACCOUNT NO. : 072100000032

REFERENCE : 526180 5019256

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizub

ORDER DATE : December 22, 1999

ORDER TIME : 1:03 PM

ORDER NO. : 526180-005

CUSTOMER NO: 5019256

800003081348--1

CUSTOMER: Mr. Tamas Z. Balassy
Kohrman Jackson & Krantz
1 Cleveland Center, 20th Floor
1375 East Ninth Street
Cleveland, OH 44114

ARTICLES OF MERGER

WELBY WAY IMAGING CENTER, INC

EFFECTIVE DATE
12/31/99

INTO

KING'S MANAGEMENT & LEASING,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS

TALLAHASSEE FLORIDA

99 DEC 23 AM 9:13

FILED

12/28

RECEIVED
99 DEC 23 PM 2:26
TALLAHASSEE FLORIDA

*35.00
93
60*

741

ARTICLES OF MERGER
Merger Sheet

MERGING:

WELBY WAY IMAGING CENTER, INC. a Florida corporation P95000049464

INTO

KING'S MANAGEMENT & LEASING, LLC, corporation not qualified in Florida.

File date: December 23, 1999, effective December 31, 1999

Corporate Specialist: Lee Rivers

Account number: 072100000032

Account charged: 60.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Welby Way Imaging Center, Inc. 1915 Welby Way Tallahassee, Florida 32308	Florida	Corporation

FEI Number: 34-1805867

Florida Document/Registration Number: P95000049464

2. _____

Florida Document/Registration Number: _____

FEI Number: _____

3. _____

Florida Document/Registration Number: _____

FEI Number: _____

4. _____

Florida Document/Registration Number: _____

FEI Number: _____

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TALLAHASSEE FLORIDA

EFFECTIVE DATE

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
King's Management & Leasing, LLC 1894 Georgetown Road Hudson, Ohio 44236	Ohio	limited liability company
Florida Document/Registration Number: N/A		FEI Number: 34-1909224

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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FLORIDA
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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

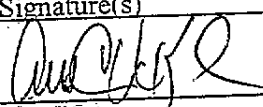
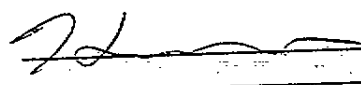
December 31, 1999

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Welby Way Imaging Center, Inc.		Albert C. VanKirk, President
King's Management & Leasing, LLC		King's Medical Group, Inc. Sole Member / Manager William D. Wooldredge, Vice President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Welby Way Imaging Center, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
King's Management & Leasing, LLC	Ohio

THIRD: The terms and conditions of the merger are as follows:

None

(Attach additional sheet(s) if necessary)

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TALLAHASSEE FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, all issued and outstanding shares of Welby Way Imaging Center, Inc., the merging entity, and wholly-owned subsidiary of King's Management & Leasing, LLC, held by King's Management & Leasing, LLC, the surviving entity, will, by virtue of the merger, cease to exist and any certificates representing such shares will be cancelled.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

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TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)