

JUN-30-08

11:28AM

FROM

T-673

001/006

F-217

P95000059692

(((H08000162624 3)))

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000162624 3)))



H080001626243ABC\$

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : AKERMAN SENTERFITT - TAMPA  
Account Number : Y20000000249  
Phone : (813) 223-7333  
Fax Number : (813) 223-2837

FILED  
08 JUN 30 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**TAMPA BAY PROVIDER GROUP, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

RECEIVED  
2008 JUN 30 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Morgan  
FOWS  
cc 7/1/08

(((H08000162624 3)))

Marla R. Mayster  
1801 North Military Trail  
Suite 200  
Boca Raton, Florida 33431  
Telephone: 561.394.0500  
Facsimile: 561-862-4973



*A Registered Limited Liability Partnership Including Professional Associations*

---

Please deliver the following pages to:

**Name:** Division of Corporations

**Phone Number:**

**Company:** Florida Department of State

**Facsimile:** 850-617-6380

**From:** Marla R. Mayster **Direct Telephone:** 561-862-4126

**Total Pages:** (including cover page) 03

**Today's Date:** Monday, June 30, 2008 11:16:04 AM

**Comments:**

Please file the attached Registered Agent/Office Changes for Outback Essentials LLC. Thank you.

**Confidentiality Notice**

This is a **CONFIDENTIAL** transmission. The sender, Hodgson Russ LLP, is a law firm representing its client. The transmission is intended for the designated addressee only. If you are not the intended recipient, please contact us immediately and **REFRAIN FROM DISCLOSING OR USING THE ENCLOSED INFORMATION IN ANY WAY**. Failure to comply with this direction may result in a claim that you have violated the law and/or are liable for money damages.

Thank you for your attention to this message. If you have received this transmission in error, please notify us by telephone 561-862-4126 immediately so that we can arrange for the return of the documents to us at no cost to you.

**ARTICLES OF MERGER OF  
TBPG MERGER SUB, INC. WITH AND INTO  
TAMPA BAY PROVIDER GROUP, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA") pursuant to Florida Statutes Section 607.1109.

**First:** The name, jurisdiction, and document number of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TAMPA BAY PROVIDER GROUP, INC.	Florida	P95000059692

**Second:** The name, jurisdiction, and document number of the merging corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TBPG MERGER SUB, INC.	Florida	P08000047789

**Third:** Effective on the Effective Date (as defined below), the Merging Corporation is merged with and into the Surviving Company and the corporate existence of the Merging Corporation shall hereupon cease. A copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference and submitted in accordance with Florida Statutes Section 607.1101.

**Fourth:** The merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

**Fifth:** The Plan of Merger was approved by the Board of Directors and the sole shareholder of the Merging Corporation in accordance with the FBCA at a meeting held on May 12, 2008.

**Sixth:** The Plan of Merger was adopted by the Board of Directors and shareholders of the Surviving Company in accordance with the FBCA at a meeting held on April 15, 2008.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 12<sup>th</sup> day of May, 2008.

**MERGING CORPORATION**

TBPG MERGER SUB, INC., a Florida corporation

By: 

Print Name: JAMES BARKER, D.O.

Title: President + Director

**SURVIVING CORPORATION**

TAMPA BAY PROVIDER GROUP, INC., a Florida corporation

By: 

Print Name: JAMES BARKER, D.O.

Title: President + Director

FILED  
 08 JUN 30 PM 12:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

JUN-30-08 11:28AM FROM-

T-673 P.003/006 F-217  
(((H08000162624 3)))

EXHIBIT "A"

[Attached following this page is a copy of the Plan of Merger which has been executed by the Merging Corporation and the Surviving Corporation]

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan"), dated as of May 12, 2008, by and between TBPG MERGER SUB, INC., a Florida corporation (the "Merged Corporation") and TAMPA BAY PROVIDER GROUP, INC., a Florida corporation ("Surviving Corporation").

RECITALS

WHEREAS, effective on or about May 9, 2008, University Community Independent Practice Association, Inc., a Florida not-for-profit corporation and parent of the Merged Corporation (the "Parent"), caused the Merged Corporation to become formed and organized; and

WHEREAS, on May 12, 2008, at a meeting, the Board of Directors and the sole shareholder of the issued and outstanding shares of the common capital stock of the Merged Corporation approved the merger of the Merged Corporation with and into the Surviving Corporation; and

WHEREAS, on April 15, 2008, at a meeting, the Board of Directors and shareholders of a majority of the issued and outstanding shares of common capital stock of the Surviving Corporation, approved the merger of the Merged Corporation with and into the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements contained herein, the parties hereto agree as follows:

**1. THE MERGER; CLOSING; EFFECTIVE DATE**

1.1. The Merger. Upon the terms and subject to the conditions set forth in this Plan, at the Effective Date (as defined below), the Merged Corporation shall be merged with and into the Surviving Corporation and the separate corporate existence of Merged Corporation shall thereupon cease. The Surviving Corporation shall be the surviving corporation in the Merger, and the separate corporate existence of the Surviving Corporation with all its rights, privileges, immunities, powers, and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in the Florida Business Corporation Act (the "FBCA").

1.2. Effective Date. As soon as practicable, the Merged Corporation and Surviving Corporation will cause Articles of Merger reflecting the provisions set forth in this Plan (the "Articles of Merger") to be executed by the Merged Corporation and Surviving Corporation and delivered for filing to the Department of State of the State of Florida (the "Florida Department") as provided in Section 607.1105 of the FBCA. The Merger shall become effective at the time when the Articles of Merger have been duly filed with the Florida Department or at such later time agreed by the parties in writing and provided in the Articles of Merger (the "Effective Date").

**2. ARTICLES OF INCORPORATION AND BYLAWS OF THE SURVIVING CORPORATION**

2.1. The Articles of Incorporation. The articles of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the articles of incorporation (the "Articles") of the Surviving Corporation, until duly amended as provided therein or by applicable law.

2.2. The Bylaws. The bylaws, as amended and restated, of the Surviving Corporation in effect at the Effective Date shall be the bylaws (the "Bylaws") of the Surviving Corporation, until thereafter amended as provided therein or by applicable law.

### 3. OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION

3.1. Directors. The directors of the Merged Corporation at the Effective Date shall, from and after the Effective Date, be the directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles and the Bylaws as in effect from time to time.

3.2. Officers. The officers of the Surviving Corporation at the Effective Date shall, from and after the Effective Date, be the officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles and the Bylaws.

### 4. EFFECT OF THE MERGER ON CAPITAL STOCK; EXCHANGE OF CERTIFICATES

4.1. Effect on Capital Stock. At the Effective Date, as a result of the Merger and without any action on the part of the holder of any capital stock of the Merged Corporation:

4.1.(a) Merger Consideration. Each share of the common capital stock, \$0.01 par value, of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be converted into, and become exchangeable for one (1) fully paid and nonassessable share of common capital stock of the Surviving Corporation.

4.1.(b) Surviving Corporation. The parties have agreed that the Merged Corporation has no extrinsic monetary value. Accordingly, each share of common capital stock of the Surviving Corporation issued and outstanding prior to the Effective Date (the "Surviving Corporation Shares"), shall be canceled and retired and shall cease to exist without any conversion thereof or consideration issued.

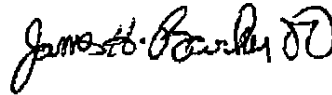
4.2. Appraisal Rights. Notwithstanding anything in this Plan to the contrary, any Surviving Corporation Shares outstanding immediately prior to the Effective Date and held by a holder who has not voted in favor of the Merger or consented thereto in writing and who has demanded appraisal for such Surviving Corporation Shares in accordance with Sections 607.1301 et seq. of the FBCA shall be dealt with by the Surviving Corporation in accordance with such statutes.

5. MISCELLANEOUS

The provisions of this Plan accurately summarize the agreement of the parties in connection the subject matter hereof.

IN WITNESS WHEREOF, this Plan has been duly executed and delivered by the duly authorized officers of the parties hereto as of the date first written above.

TBPG MERGER SUB, INC.




By: \_\_\_\_\_

Print Name: JAMES BARKER, D.O.

Title: President + Director

TAMPA BAY PROVIDER GROUP, INC.



By: \_\_\_\_\_

Print Name: JAMES BARKER, D.O.

Title: President + Director