

P95000078764

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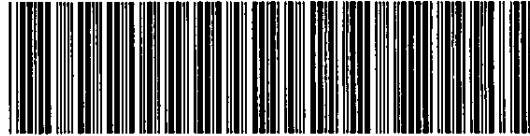
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merger/cc

SEP 28 2015

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ST. LUCIE OPTICAL WEST, INC.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

FRANK H. FEE, III, ESQUIRE

Contact Person

FEE, DeROSS & FEE, P.L.

Firm/Company

426 Avenue A

Address

Fort Pierce, Florida 34950

City/State and Zip Code

channon21@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FRANK H. FEE, III, ESQUIRE

Name of Contact Person

At (772) 461-5020

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ST. LUCIE OPTICAL WEST, INC.	Florida	P95000078764

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SAINT LUCIE OPTICAL, INC.	Florida	289115

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.

FIFTH: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 31, 2014 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation: The Plan of Merger was adopted by the Board of Directors of the merging corporation on December 31, 2014 and shareholder approval was not required.

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SEVENTH: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
SAINT LUCIE OPTICAL, INC.		JOHN MALLONEE, M.D., President
ST. LUCIE OPTICAL WEST, INC.		CHRISTOPHER CHANNON, M.D., President

PLAN OF MERGER

(Non Subsidiaries)

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

FIRST: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

ST. LUCIE OPTICAL WEST, INC. Florida

SECOND: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SAINT LUCIE OPTICAL, INC. Florida

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

St. Lucie Optical West, Inc., and St. Lucie Optical, Inc., each have as their sole shareholders John Mallonee, M.D., Christopher Channon, M.D., and Kenneth Langley, M.D., each of whom own 33⅓% of the issued and outstanding capital shares of both corporations. The Merger is effected in consideration of the simplification of business of the stockholders and it is effected for no consideration in terms of value or additional contributions to capital.

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:

The manner and basis of converting the stock interest of each merged stockholder into the interest of the survivor of the merger is that each stockholder shall continue to own stock in the survivor equaling 33⅓% of all issued and outstanding shares.