

P96000033629



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 945284 9104A

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 122.50

ORDER DATE : August 28, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 945284-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
Holland & Knight  
Suite 1600  
200 Central Avenue  
Saint Petersburg, FL 33701

FILED  
98 SEP - 1 PM 12: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200002628922--0

ARTICLES OF MERGER

CULBREATH MEDICAL PROPERTIES,  
INC.

INTO

TOWER DIAGNOSTIC CENTER OF  
BRANDON, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Jee 9/1

RECEIVED  
98 SEP - 1 AM 10: 31  
DIVISION OF CORPORATION

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CULBREATH MEDICAL PROPERTIES, INC., a Florida corporation,  
P96000001371

INTO

**TOWER DIAGNOSTIC CENTER OF BRANDON, INC.**, a Florida corporation,  
P96000033629

File date: September 1, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

To: Secretary of State  
Department of State  
Tallahassee, Florida

Date: May 1, 1998

FILED  
98 SEP -1 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1101, the undersigned:

a. **Tower Diagnostic Center of Brandon, Inc.**, a corporation organized under the laws of the State of Florida, with its principal office located at 613 Oakfield Drive, Brandon, Florida 33511, hereinafter sometimes called the **Surviving Corporation**, with

b. **Culbreath Medical Properties, Inc.**, a corporation organized under the laws of the State of Florida, with principal offices located at 613 Oakfield Drive, Brandon, Florida 33511, hereinafter called the **Absorbed Corporation**, adopt the following "Articles of Merger" for the purposes of merging the Absorbed Corporation into the Surviving Corporation:

1. Application of State Laws. The laws of the State of Florida permit this merger.

2. Constituent Corporations. For purposes of the Merger, the Surviving Corporation and the Absorbed Corporation are the Constituent Corporations.

3. Surviving Corporation. The name of the surviving corporation is **Tower Diagnostic Center of Brandon, Inc.**

4. Adoption and Approval of Plan of Merger by Constituent Corporations and Stockholders. The Plan of Merger has been adopted by each of the Constituent Corporations. The Plan of Merger was adopted as part of the **Agreement and Plan of Merger** entered into by the Surviving and Absorbed Corporation as of May 1, 1998. All of the Shares of each of the Constituent Corporations entitled to vote voted in favor of the Plan of Merger. The votes of Stockholders of each of the Constituent Corporations were sufficient for approval of the Plan of Merger and Articles of Merger.

5. Definitions. For purposes of these Articles of Merger and the Agreement and Plan of Merger:

a. "Effective Date" means the date these Article of Merger are filed with the Secretary of State of Florida.

b. "Merger" means the statutory merger of the Constituent Corporations affected by these Articles of Merger.

c. Unless otherwise identified, "Stockholder(s)" means the stockholder(s) of a Constituent Corporation.

6. Plan of Merger. The Plan of Merger provides as follows:

#### **Plan of Merger**

Upon the Effective Date, and upon the prompt filing of the Articles of Merger with the Secretary of the State of Florida:

a. Tower Diagnostic Center of Brandon, Inc. will be the Surviving Corporation in the Merger, and the separate existence of Surviving Corporation and all of its rights, privileges, immunities and franchises, public and private, and all of its duties and liabilities as a corporation will continue unaffected by the Merger.

b. The Absorbed Corporation, Culbreath Medical Properties, Inc., shall be merged into Surviving Corporation and the separate existence of the Absorbed Corporation shall thereupon cease in accordance with the applicable laws of the State of Florida.

c. The Merger shall have the affects specified in the Florida Business Corporation Act, Chapter 607, Florida Statutes. On the Effective Date of the Merger:

i. Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the Absorbed Corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the Absorbed Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any property or any interest therein, vested in the Surviving Corporation shall not revert or be in any way impaired by reason of the Merger.

ii. The Surviving Corporation shall be deemed responsible and liable for all the liabilities and obligations of the Absorbed Corporation; and any claims existing by or against a Absorbed Corporation may be prosecuted to judgment as if the Merger had not taken place, or Surviving Corporation may be substituted in place of each Absorbed Corporation. The rights of the creditors shall not be impaired by the Merger. The Surviving Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the Absorbed Corporation.

d. The Certificate of Incorporation of the Surviving Corporation immediately before the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation upon the effectiveness of the Merger.

e. Upon the Effective Date, and the effectiveness of the Merger, Surviving Corporation shall issue and deliver:

i. To each Class A Stockholder of the Absorbed Corporation 450 Shares of Class A Common Stock of the Surviving Corporation; and

ii. To each Class B Stockholder of the Absorbed Corporation 650 Shares of Class B Common Stock of the Surviving Corporation.

f. Upon the Effective Date, by virtue of the Merger and without any action on the part of any Stockholder, all Shares of issued and outstanding stock of each Absorbed Corporation shall cease to exist.

IN WITNESS WHEREOF, the Surviving Corporation and Absorbed Corporation have executed these Articles of Merger on the day and year first above written.

Tower Diagnostic Center of Brandon, Inc.

By: Stephen Senzler

Culbreath Medical Properties, Inc.

By: Stephen Senzler

Acknowledgements

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Merger was acknowledged before me this 20 day of May, 1998 by Stephen Senzler, President of Tower Diagnostic Center of Brandon, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Sharon L. Adkins  
NOTARY PUBLIC  
NAME: Sharon L. Adkins  
SERIAL NUMBER: CC509901  
Commission  
Commission Expires 11/14/99

SHARON L ADKINS  
My Commission CC509901  
Expires Nov. 14, 1999

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Merger was acknowledged before me this 20 day of May, 1998 by Stephen Stender President of Culbreath Medical Properties, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Sharon L. Adkins  
NOTARY PUBLIC  
NAME: SHARON L. ADKINS  
SERIAL NUMBER: CC509901  
Commission  
Commission expires - 11/14/99

SHARON L ADKINS  
My Commission CC509901  
Expires Nov. 14, 1999