

P96000048050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

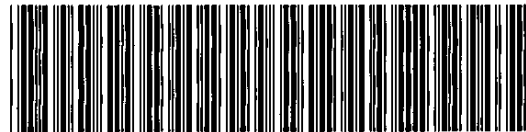
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200112887412

12/24/07--01006--007 **60.00

12/31/07--01001--002 **10.00

RECEIVED
07 DEC 21 PM 4:51
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

B. KOHR
JAN 04 2008
EXAMINER

FILED
07 DEC 21 AM 9:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



UCC FILING & SEARCH SERVICES, INC.
1574 Village Square Blvd Ste 100
Tallahassee, Florida 32309
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

December 21, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Sun-101, LLC into Advanced Dermatology and Skin Surgery Specialists, P.A.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

FILED
 07 DEC 21 AM 9:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
07 DEC 21 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sun-101, LLC	Florida	limited liability company

L05000092448

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Advanced Dermatology and Skin Surgery Specialists, P.A.	Florida	profit corporation

P96000048050

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

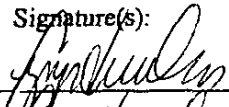

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Advanced Dermatology and Skin Surgery Specialists, P.A.		Cynthia Yag-Howard
Sun-101, LLC		Cynthia Yag-Howard

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sun-101, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Advanced Dermatology and Skin Surgery Specialists, P.A.	Florida	profit corporation

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

Sun-101, LLC, shall be merged with and into Advanced Dermatology and Skin Surgery Specialists, P.A.

The existence of Sun-101, LLC, shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida. The Articles of Incorporation of Advanced Dermatology and Skin Surgery Specialists, P.A., as now in force and effect shall be the Articles of Incorporation of Advanced Dermatology and Skin Surgery Specialists, P.A., as it survives after the merger. The Plan of Merger herein shall be submitted to the sole shareholder of Advanced Dermatology and Skin Surgery Specialists, P.A. and to the sole member of Sun-101, LLC, for approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date, all membership interests of Sun-101, LLC, shall be converted into shares
of Advanced Dermatology and Skin Surgery Specialists, P.A., such that, after the effective date,
the sole member of Sun-101, LLC, shall continue to own one hundred percent (100%) of the
shares of Advanced Dermatology and Skin Surgery Specialists, P.A.

(Attach additional sheet if necessary)

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

There are no existing rights to convert the rights to acquire any interests, shares, obligations or
other securities of Sun-101, LLC, into the rights to acquire the interests, shares, obligations or
other securities of Advanced Dermatology and Skin Surgery Specialists, P.A.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/a

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

The surviving party shall be governed by By-Laws.

(Attach additional sheet if necessary)