

CARDILLO, KEITH & BONAQUIST

A Professional Association of Attorneys and Counselors at Law

John P. Cardillo

William D. Keith

Board Certified Civil Trial Lawyer

Board Certified Business Litigation Lawyer

Certified Civil Trial Advocate - NBTA

James A. Bonaquist, Jr.

Pieter G. Van Dien

Edward McBride

Elaine L. Lucas

Dedicated to Client Service

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Naples, Florida 34112-4905

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ckblaw@ckblaw.com E-mail

P96000092324

October 21, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

SENT OVERNIGHT DELIVERY

**Re: Articles of Merger of Ultrasound Consultant Services, Inc.
into/with Radiology & Nuclear Medicine, Assoc., Inc.**

600003024126--3
-10/25/99--01111--007
*****43.75 *****43.75

600003024126--3
-11/04/99--01003--019
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Merger of Ultrasound Consultant Services, Inc. into/with Radiology & Nuclear Medicine, Assoc., Inc., and a check in the amount of \$122.50 which represents the following fees:

Filing fee	\$35.00
Certified copy	<u>\$8.75</u>
TOTAL	\$43.75

Please file the original of the enclosed documents and return a certified copy of them to the undersigned in the enclosed, overnight envelope.

Thank you for your prompt attention to this matter.

Sincerely,

CARDILLO, KEITH & BONAQUIST, P.A.

Elaine Lucas

Elaine Lucas

EL:lje

Enclosures

cc/enc.:

04320L

sm298k

THOMAS G. WALKER

merged
99 NOV - 4 PM 3:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS

NOV

1999

Vehicle Accidents · Insurance Law · Defective Products · Wrongful Death · Commercial & General Trial Practice

Marital & Family Law · Corporation & Business Law · Wills, Estate Planning & Probate · Real Estate & Title Insurance · Criminal Law

Health Care Law · Administrative Law · Admiralty Law

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November 3, 1999

Thelma Lewis

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

SENT VIA OVERNIGHT DELIVERY

**Re: Articles of Merger of Ultrasound Consultant Services, Inc.
into/with Radiology & Nuclear Medicine, Assoc., Inc.**

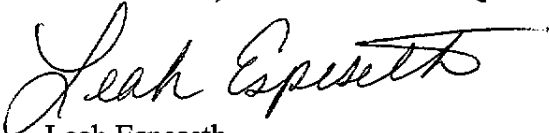
Dear Ms. Lewis:

Pursuant to our telephone conversation yesterday, enclosed please find our check in the amount of \$35.00 representing the additional filing fee for the second corporation involved in the above referenced merge.

Thank you for your assistance in this matter. If you have any questions, or need additional information, please do not hesitate to contact this office.

Sincerely,

CARDILLO, KEITH & BONAQUIST, P.A.



Leah Espeseth

Legal Assistant to Elaine Lucas

LJE:lje

Encl.

04321L

sma97b

Vehicle Accidents · Insurance Law · Defective Products · Wrongful Death · Commercial & General Trial Practice

Marital & Family Law · Corporation & Business Law · Wills, Estate Planning & Probate · Real Estate & Title Insurance · Criminal Law

Health Care Law · Administrative Law · Admiralty Law

ARTICLES OF MERGER
Merger Sheet

MERGING:

ULTRASOUND CONSULTANT SERVICES, INC., a Florida corporation. V20118.

INTO

RADIOLOGY & NUCLEAR MEDICINE, ASSOC., INC., a Florida entity,
P96000092324

File date: November 4, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

ULTRASOUND CONSULTANT SERVICES, INC.,
a Florida Corporation

into/with

RADIOLOGY & NUCLEAR MEDICINE, ASSOC., INC.,
a Florida Corporation

FILED
99 NOV -4 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Ultrasound Consultant Services, Inc., a Florida corporation ("UCS") and Radiology & Nuclear Medicine Assoc., Inc., a Florida corporation ("R&N").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Ultrasound Consultant Services, Inc. and Radiology & Nuclear Medicine Assoc., Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated September 1, 1999, ("Plan of Merger"), between Ultrasound Consultant Services, Inc. And Radiology & Nuclear Medicine Assoc., Inc. was approved and adopted by the shareholders of Ultrasound Consultant Services, Inc. on September 1, 1999, and was approved and adopted by the shareholders of Radiology & Nuclear Medicine Assoc., Inc. on September 1, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of Ultrasound Consultant Services, Inc.'s stock will be acquired by means of a merger of Ultrasound Consultant Services, Inc. into Radiology & Nuclear Medicine Assoc., Inc.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. The date and time of the effectiveness of the Merger shall be October 1, 1999.

IN WITNESS WHEREOF, the parties have set their hands on September 15, 1999.

ATTEST:

RADIOLOGY & NUCLEAR MEDICINE ASSOC., INC.,
a Florida corporation

By: Sharon LeWalter

(President)

(Corporate Seal)

ATTEST:

ULTRASOUND CONSULTANT SERVICES, INC.,
a Florida corporation

By: Sharon LeWalter

(President)

(Corporate Seal)

PLAN OF MERGER

Merger between Radiology & Nuclear Medicine Assoc., Inc., (the "Surviving Corporation") and Ultrasound Consultant Services, Inc., (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Radiology & Nuclear Medicine Assoc., Inc., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Radiology & Nuclear Medicine Assoc., Inc. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Ultrasound Consultant Services, Inc.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock in accordance with the Plan. Each share of Radiology & Nuclear Medicine Assoc., Inc.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding share of Radiology & Nuclear Medicine Assoc., Inc.'s stock.

3. Satisfaction of Rights of Ultrasound Consultant Services, Inc. Shareholders. All shares of Radiology & Nuclear Medicine Assoc., Inc.'s stock into which shares of Ultrasound Consultant Services, Inc.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Radiology & Nuclear Medicine Assoc., Inc.'s stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Ultrasound Consultant Services, Inc. shall cease, and Radiology & Nuclear Medicine Assoc., Inc. shall be fully vested in Ultrasound Consultant Services, Inc.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Radiology & Nuclear Medicine Assoc., Inc. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Radiology & Nuclear Medicine Assoc., Inc. or Ultrasound Consultant Services, Inc., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Radiology & Nuclear Medicine Assoc., Inc. any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Radiology & Nuclear Medicine Assoc., Inc. or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Ultrasound Consultant Services, Inc. And Radiology & Nuclear Medicine Assoc., Inc. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Radiology & Nuclear Medicine Assoc., Inc. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be October 1, 1999.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

ATTEST:

(Corporate Seal)

RADIOLOGY & NUCLEAR MEDICINE ASSOC., INC.,
a Florida corporation

By: _____

(President)

ATTEST:

(Corporate Seal)

ULTRASOUND CONSULTANT SERVICES, INC.,
a Florida corporation

By: _____

(President)