

P97000007583

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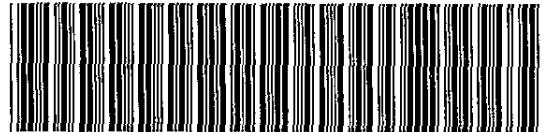
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2005 JAN 24 PM 2:50

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CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 JAN 24 PM 2:25

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Q. Court JAN 24 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cormorant Park Professional Center, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Clay Meux, Jr.

(Name of person)

Cooke & Meux, P.A.

(Name of firm/company)

1301 Riverplace Boulevard, Suite 2254

(Address)

Jacksonville, FL 32207

(City/state and zip code)

For further information concerning this matter, please call:

Joseph Clay Meux, Jr.

(Name of person)

at (904) 396-5101
(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cormorant Park Professional Center, Inc.	State of Florida	P04000168845

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Atkins Group, Incorporated	State of Florida	P97000007583

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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 10, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 10, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 10, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 10, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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2005 JAN 24 PM 2:50
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Stephen L. Atkins, President

Stephen L. Atkins, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Cormorant Park Professional Center, Inc.

State of Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Atkins Group, Incorporated

State of Florida

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

Cormorant Park Professional Center, Inc. will assume all liabilities and debts of Atkins Group, Incorporated.

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:

All shares of merging corporation, Atkins Group, Incorporated, will be cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A