



Nov-02-04 02:03P

P.01

11/02/2004 10:00 FAX 305-9380380

LEOPOLD KORN LEOPOLD

0001

Division of Corporations

**997000052898**

Page 1 of 1

⑦

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

*1 1/2 merger*

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000218369 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**MJH**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : LEOPOLD KORN & LEOPOLD, P.A.  
Account Number : 120310000025  
Phone : (305) 935-3500  
Fax Number : (305) 935-9042

**997-52898**

22:41:22 PM 11/02/04

STATE OF FLORIDA  
TALLAHASSEE

04 NOV -2 PM 2:33

**FILED**

**MERGER OR SHARE EXCHANGE**

**QUALITY PORTABLE X-RAY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

Nov-02-04 02:04P

P.02

11/02/2004 10:01 FAX 3059380385

LEOPOLD KORN LEOPOLD

002

From: unknown Page: 3/8 Date: 10/27/2004 10:31:13 PM

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. NCC, LLC

Florida

Limited liability company

2209 W. Silver Palm Drive

Boca Raton, FL 33432

Florida Document/Registration Number: 103000002605

FBI Number: 830347955

2. Quality Portable X-ray, Inc.

FL

corporation

4300 W. Sunrise Blvd., Ste 112

Plantation, FL 33313

Florida Document/Registration Number: P97000052888

FBI Number: 650765068

3.

Florida Document/Registration Number:

FBI Number:

4.

Florida Document/Registration Number:

FBI Number:

(Attach additional sheet(s) if necessary)

CP2E030002

FILED

04 NOV -2 PM 2:33

CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

Nov-02-04 02:04P

P.03

11/02/2004 16:01 FAX 3059360385

LEOPOLD KORN LEOPOLD

003

From: unknown Page: 4/9 Date: 10/27/2004 10:31:18 PM

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Quality Portable X-ray Inc.	Florida	corp.
4350 W. Sunrise Blvd., Suite 112		
Plantation, FL 33313		

Florida Document/Registration Number: P07000052888 FBI Number: 660765089

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

Nov-02-04 02:04P

P.04

11/02/2004 16:01 FAX 3059380385

LEOPOLD KORN LEOPOLD

004

From unknown Page: 5/9 Date: 10/27/2004 10:31:18 PM

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURES FOR EACH PARTY:**

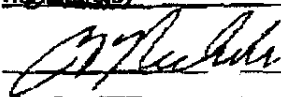
*(Note: Please see instructions for required signatures.)*

**Name of Entity**

**Signature(s)**

**Typed or Printed Name of Individual**

NCC, LLC



Peter J. Nicholson, Member

Quality Portable X-ray Inc.



Peter J. Nicholson, President

*(Attach additional sheet(s) if necessary)*

Nov-02-04 02:04P

P.05

11/02/2004 18:01 FAX 3059380385

LEOPOLD HORN LEOPOLD

01005

From: unknown Page: 7/9 Date: 10/27/2004 10:31:19 PM

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NCC, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Quality Portable X-ray, Inc.	Florida

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

The sole member of NCC, LLC is also the sole shareholder of the surviving entity, Quality Portable X-ray, Inc. as of the effective date of the Merger, ("Merger Date"). The Sole member of NCC, LLC shall continue as a shareholder of the surviving corporation with the same voting rights as held prior to the Merger Date.

*(Attach additional sheet(s) if necessary)*

Nov-02-04 02:04P

P.06

11/02/2004 16:01 FAX 3059380385

LEOPOLD KORN LEOPOLD

2006

From: unknown Page: 8/9 Date: 10/27/2004 10:31:19 PM

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

The shareholder of Quality Portable X-ray, Inc. and the sole member of NCC, LLO (the merging entity) are one and the same. Therefore, after the merger, there shall be one shareholder that owns 100% of the issued and outstanding shares of the surviving entity.

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

N/A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

Nov-02-04 02:05P

P.07

11/02/2004 14:02 FAX 3059380385

LEOPOLD KORN LEOPOLD

0007

From: unknown Page: 8/9 Date: 10/27/2004 10:31:20 PM

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

*(Attach additional sheet(s) if necessary)*