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Drs. Hochberg, Ginsberg, Schwartz, & Seliger Inc.

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<input type="checkbox"/>	Amendment
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DRS. HOCHBERG, GINSBERG, SCHWARTZ & SELIGER, INC., a Florida
corporation, 601690

INTO

UNIVERSAL ACQUISITION COMPANY, a Florida corporation, P98000015304.

File date: May 4, 1998

Corporate Specialist: Joy Moon-French

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DRS. HOCHBERG, GINSBERG, SCHWARTZ & SELIGER, INC.,
a Florida corporation,
into
UNIVERSAL ACQUISITION COMPANY, a Florida corporation

ARTICLES OF MERGER between DRS. HOCHBERG, GINSBERG, SCHWARTZ & SELIGER, INC., a Florida corporation, and UNIVERSAL ACQUISITION COMPANY, a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") DRS. HOCHBERG, GINSBERG, SCHWARTZ & SELIGER, INC. ("Disappearing Corp.") and UNIVERSAL ACQUISITION COMPANY ("Survivor Corp.") adopt the following Articles of Merger:

1. The ACQUISITION AGREEMENT AND PLAN OF REORGANIZATION and the PLAN OF MERGER, all dated April 29, 1998 ("Plan of Merger"), between Disappearing Corp. and Survivor Corp. were approved and adopted by the shareholders of Disappearing Corp. on April 29, 1998 and were adopted by the shareholders of Survivor Corp. on April 29, 1998.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corp. stock will be acquired by means of a merger of Disappearing Corp. into Survivor Corp. with UNIVERSAL ACQUISITION COMPANY the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the

Merger shall be on April 29, 1998. These Articles of Merger will be filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hand this 29 of April, 1998.

DRS. HOCHBERG, GINSBERG,
SCHWARTZ & SELIGER, INC.
A Florida corporation

By: Victor Hochberg
Name: VICTOR HOCHBERG
Title: Pres.

UNIVERSAL ACQUISITION COMPANY, a Florida
corporation

By: [Signature]
Name: LARRY CHARSON
Title: PRESIDENT

Exhibit A

PLAN OF MERGER

Merger Between UNIVERSAL ACQUISITION COMPANY, a Florida corporation (the "Surviving Corp.") and DRS. HOCHBERG, GINSBERG, SCHWARTZ & SELIGER, INC., a Florida corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to 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 Surviving Corp., in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, all of the issued and outstanding shares of the Disappearing Corp. will be acquired by means of merger of Disappearing Corp. into Surviving Corp. in accordance with this Plan and the Acquisition Agreement and Plan of Reorganization. Each share of Surviving Corp's stock that is issued and outstanding on the Effective Date shall continue as outstanding share of Surviving Corp. stock.

3. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp'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.

4. Supplemental Action. If at any time after the Effective Date Surviving Corp. 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 Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., 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 Surviving Corp., or to otherwise carry out the provisions of the Plan.

5. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Acquisition Agreement and Plan of Reorganization of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be April 30, 1998, as specified herein or in the Acquisition Agreement and Plan of Reorganization.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the 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 prior to the vote of the shareholders of the Constituent Corporation 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.

7. Termination. At any time before the Effective Date (whether before or after the 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.

The parties have set their hands and seal this 29th day of April, 1998 as evidence that they agree, accept and adopt this Plan of Merger.

DRS. HOCHBERG, GINSBERG,
SCHWARTZ & SELIGER, INC.

By: Victor Hochberg
Name: Victor Hochberg
Title: Pres.

UNIVERSAL ACQUISITION COMPANY

By: [Signature]
Name: LARRY CHARSON
Title: PRESIDENT