

Document Number Only

P98000046385

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

100003138651--8

-02/17/00--01053--008

\*\*\*\*\*60.00 \*\*\*\*\*60.00

CORPORATION(S) NAME

Domain Name Trust, Inc

merging into

Dot MD, LLC

- ( ) Profit  
( ) NonProfit  
( ) Limited Liability Company  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
( ) Limited Liability Partnership  
( ) Certified Copy  
( ) Call When Ready  
● Walk In  
( ) Mail Out
- ( ) Amendment  
( ) Dissolution/Withdrawal  
( ) Annual Report  
( ) Reservation  
( ) Photo Copies  
( ) Call if Problem  
( ) Will Wait
- ✗ Merger  
( ) Mark  
( ) Other  
( ) Change of R.A.  
( ) Fictitious Name  
( ) CUS  
( ) After 4:30  
● Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

2/17

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS !

TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
STATE

00 FEB 17 PM 12:16

RECEIVED

CONNIE BRYAN

00822



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 18, 2000

CT CORPORATION SYSTEM  
ATTN: CONNIE BRYAN

SUBJECT: DOMAIN NAME TRUST, INC.  
Ref. Number: P98000046385

We have received your document for DOMAIN NAME TRUST, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Enclosed please find forms approved by the Department of State for filing a merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 200A00008796

RECEIVED  
FEB 17 11 39 AM  
TALLAHASSEE  
FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

DOMAIN NAME TRUST, A Florida Corporation, P98000046385

INTO

**DOT MD, LLC,** corporation not qualified in Florida.

File date: February 17, 2000

Corporate Specialist: Trevor Brumbley

## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Dot MD, LLC 500 Sugar Mill Road Suite 240-A Atlanta, GA 30350	Delaware	Limited Liability Company
Florida Document/Registration Number:		FEI Number: 58-2520726
2. Domain Name Trust, Inc. 1342 Colonial Drive Suite 17 Fort Myers, FL 33906	Florida	Corporation
Florida Document/Registration Number: P 98000046385		FEI Number: 65-0842862
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

CR22080(10/99)

**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>
Dot MD, LLC	Delaware	Limited Liability Company
500 Sugar Mill Road		
Suite 240-A		
Atlanta, GA 30350		
Florida Document/Registration Number: _____		FBI Number: <u>58-2520726</u>

**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.

LOTT 17 08:26  
FILED  
AMT

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

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

**X 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: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_

**Signature(s)**

Typed or Printed Name of Individual

Doc MD, LLC

MedAscend, Inc.

By: Anthony J. Butte

Domain Name Trust, Inc.

John D. Harris

(Attach additional sheet(s) if necessary)

## 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>
Dot MD, LLC	Delaware
Domain Name Trust, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Dot MD, LLC	Delaware

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

Domain Name Trust, Inc. will be merged into Dot MD, LLC with Dot MD, LLC remaining as the surviving entity. All shares of Domain Name Trust, Inc. will be extinguished in exchange for cash, notes and payment amounts.

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

COFFIN 17 7:08:27  
FILED  
AT  
FBI



**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:

All shares of Domain Name Trust, Inc. will be converted into the right to receive the aggregate of \$3,900,000 in cash, \$1,500,000 in promissory notes and \$4,600,000 in payment amounts.

- 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:

None

*(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

APPROVED  
FILED

CORR 17 11 8 26

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

MedAscend, Inc.  
500 Sugar Mill Road  
Suite 240-A  
Atlanta, GA 30350

**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:

An executed copy of the Plan and Agreement of Merger is on file at the place of business of the surviving company, which is 500 Sugar Mill Road, Suite 240-A, Atlanta, GA 30350.

A copy of the Plan and Agreement of Merger will be furnished by the surviving company on request and without cost, to any member of any Delaware limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

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

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