

P98000080173

FILING COVER SHEET

REFERENCE:

0177.4375

DATE:

11-3-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Advance Health Services II,
Inc

STATE FEES PREPAID WITH CHECK # 3573 FOR \$ 78.75

RECEIVED
NOV-3 1:53 PM
CLERK OF SUPERIOR COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

PLEASE FILE:

700002679357-3
-11/03/98-01075-004
*****78.75 *****78.75

☐ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☒ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

See 11/4

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -3 PM 2:48

FILED

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

11-3-98



RECEIVED

NOV -4 PM 1:19

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

DIVISION OF CORPORATION

November 4, 1998

SINDY HICKS
CORPORATE & CRIMINAL RESEARCH SERVICES
TALLAHASSEE, FL

SUBJECT: ADVANCE ACQUISITION, INC.
Ref. Number: P98000080173

We have received your document for ADVANCE ACQUISITION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00053716

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCE HEALTH SERVICES II, INC., a Florida corporation, P97000000788

INTO

ADVANCE ACQUISITION, INC., a Florida corporation, P98000080173

File date: November 3, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER OF
ADVANCE HEALTH SERVICES II, INC., A FLORIDA CORPORATION
INTO
ADVANCE ACQUISITION, INC., A FLORIDA CORPORATION**

FILED
98 NOV -3 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), ADVANCE HEALTH SERVICES II, INC., a Florida corporation ("Disappearing Corporation") and ADVANCE ACQUISITION, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and adopted by all of the shareholders of both Disappearing Corporation and Surviving Corporation on November 2, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation ("Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have set their hand this 2nd day of November, 1998.

ADVANCE HEALTH SERVICES II, INC., a
Florida corporation

By: Howard May, Jr.
Name: Howard May
Title: Pres.

ADVANCE ACQUISITION, INC., a Florida
corporation

By: Daryl Johnson
Name: Daryl Johnson
Title: Vice President

David J. Winker, Esq.
Florida Bar No. 0073148
McDermott, Will & Emery
201 S. Biscayne Boulevard
Suite 2200
Miami, Florida 33131
305-347-6562

EXHIBIT "A"

PLAN OF MERGER

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), ADVANCE ACQUISITION, INC., a Florida corporation ("Surviving Corporation") and ADVANCE HEALTH SERVICES II, INC., a Florida corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

A. Merger. In accordance with the provisions of the Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Act.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

2. Bylaws. The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

3. Directors and Officers. The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

4. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Time, all of the issued and outstanding shares of Disappearing Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation, in accordance with the Merger Agreement and Plan of Reorganization entered into by and among OMNA Medical Partners, Inc., Surviving Corporation, Disappearing Corporation, Christopher Goetz, D.C. and Vicky R. Goetz, as Tenants by the Entireties and Howard May, D.C., as Trustee of The May Family Trust, a United States Grantor Trust (the "Merger Agreement"). Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable shares of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

5. Effect of Merger. As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Act.

6. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation 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 Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

The parties have set their hands and seals as of the 2nd day of November, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

ADVANCE HEALTH SERVICES II, INC., a
Florida corporation

By: Howard Mayne
Name: Howard Mayne
Title: Pres.

ADVANCE ACQUISITION, INC., a Florida
corporation

By: Daryl Johnson
Name: Daryl Johnson
Title: Vice President