

P99000021459

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

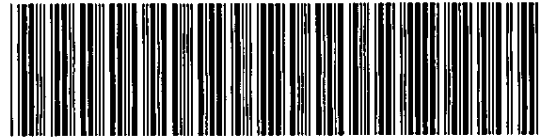
(Business Entity Name)

(Document Number)

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Effective: 12-30-14

RECEIVED
DEPARTMENT OF STATE
14 DEC 18 AM 11:12

Merge
12-19-14
DC

FILED
14 DEC 18 PM 4:44

ACCOUNT NO. : I20000000195

REFERENCE : 424568 5166594

AUTHORIZATION :

Spuddean

COST LIMIT : \$70,000

ORDER DATE : December 17, 2014

ORDER TIME : 9:20 AM

ORDER NO. : 424568-015

CUSTOMER NO: 5166594

ARTICLES OF MERGER

MONTEREY DIAGNOSTIC
LABORATORY, INC.

INTO

HAYES CLINICAL LABORATORY,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
DEC 18 PM 4:44
14

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hayes Clinical Laboratory, Inc.</u>	<u>Florida</u>	<u>P99000021459</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Monterey Diagnostic Laboratory,</u>	<u>Florida</u>	<u>P03000014314</u>
<u>Inc.</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 30 / 14 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12/17/14

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/17/14

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Hayes Clinical Laboratory,

Stephen A. Calamari, Vice President

Inc.



Monterey Diagnostic

Laboratory, Inc.



Stephen A. Calamari, Vice President

**PLAN OF MERGER
OF
MONTEREY DIAGNOSTIC LABORATORY, INC.
INTO
HAYES CLINICAL LABORATORY, INC.**

This Plan of Merger sets forth the terms under which Monterey Diagnostic Laboratory, Inc. ("Monterey"), a corporation organized pursuant to the Florida Business Corporation Act, ("the Act") will merge (the "Merger"), pursuant to the Act, with and into Hayes Clinical Laboratory, Inc. ("Hayes"), a corporation organized pursuant to the Act.

1. Effective Time. The Merger shall become effective (the "Effective Time") at 11:59 p.m. on December 30, 2014, or, if later, upon the filing of the Articles of Merger with the Secretary of State of Florida in accordance with the Act.
2. Surviving Corporation. Hayes shall be the Surviving Corporation in the Merger and at the Effective Time the separate existence of Monterey shall cease.
3. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Hayes as in effect immediately prior to the Effective Time shall, until thereafter further amended as provided therein and under the Act, be the Articles of Incorporation of the Surviving Corporation.
4. By-Laws of the Surviving Corporation. The By-Laws of Hayes as in effect immediately prior to the Effective Time, shall, until thereafter and further amended as provided therein and under the Act, be the By-Laws of the Surviving Corporation.
5. Directors of the Surviving Corporation. The Directors of the Surviving Corporation shall be the Directors of Hayes immediately prior to the Effective Time, until their respective successors are duly elected and qualified.
6. Officers of the Surviving Corporation. The Officers of the Surviving Corporation shall be the Officers of Hayes immediately prior to the Effective Time, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified.
7. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:
 - (i) each share of capital stock of Monterey issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

- (ii) each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time and are not affected by the Merger.

8. Rights and Liabilities of the Surviving Corporation. At and after the Effective Time, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of Hayes and Monterey; all debts due to Hayes or to Monterey shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Hayes and Monterey shall be effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in Monterey, shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of Monterey shall be preserved unimpaired, limited to the property affected by such lien at the Effective Time of the Merger; and all debts, liabilities, and duties of Monterey shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

9. Abandonment of Merger. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of Hayes at any time prior to the Effective Time.

10. Further Actions. The proper officers of Hayes and Monterey are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

11. Plan of Merger. This Plan of Merger shall constitute a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and the treasury regulations promulgated thereunder.