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Florida Department of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

JAFKE ACQUISITION, INC.

Certificate of Status	0
Certified Copy	2
Page Count	03
Estimated Charge	\$87.50

Merger
KRG
5-14

ARTICLES OF MERGER
Merger Sheet

MERGING:

SKIN DISEASES, INC., a Minnesota corporation, not qualified in Florida

INTO

JAFFE ACQUISITION, INC., a Florida corporation, P99000037747

File date: May 14, 1999

Corporate Specialist: Karen Gibson

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501487-6013 05/13/98 15:26 F1 Dept of State p1 /1

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 1999

JAFFE ACQUISITION, INC.
2600 LAKE LUCIEN DR, SUITE 301
MAITLAND, FL 32751

SUBJECT: JAFFE ACQUISITION, INC.
REF: P99000037747

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P03

ARTICLES OF MERGER OF

JAFFE ACQUISITION, INC. AND SKIN DISEASES, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, as amended (the "Florida Act"), and pursuant to Chapter 302A of the Minnesota Business Corporation, as amended (the "Minnesota Act"), Jaffe Acquisition, Inc., a Florida corporation (the "Surviving Corporation"), and Skin Diseases, Inc. d/b/a Institute of Cosmetic Surgery and Hair Transplants, a Minnesota corporation (the "Disappearing Corporation"), adopt the following Articles of Merger:

1. The Plan of Merger, attached hereto as Exhibit "A" and made a part hereof ("Plan of Merger"), was unanimously approved by the Shareholders and Board of Directors of Surviving Corporation, and these Articles of Merger were unanimously adopted on the 3rd day of May, 1999 by: (a) one hundred (100) shares of Surviving Corporation constituting all of the shares entitled to vote thereon; and (b) all of the members of the Board of Directors of Surviving Corporation.

2. The Plan of Merger was unanimously approved by the Shareholders and Board of Directors of the Disappearing Corporation, and these Articles of Merger were unanimously adopted on the 3rd day of May, 1999 by: (a) two hundred fifty (250) shares of Disappearing Corporation constituting all of the shares entitled to vote thereon; and (b) all of the members of the Board of Directors of Disappearing Corporation.

3. Pursuant to the Plan of Merger, Disappearing Corporation shall be merged with and into Surviving Corporation, and Surviving Corporation shall continue to exist under the same name as before the merger ("Jaffe Acquisition, Inc.") and shall be governed by the Florida Act (the "Merger").

4. The Merger shall be effective as of May 1, 1999.

IN WITNESS WHEREOF, the parties hereto have set their hand on this 3rd day of May, 1999.

JAFFE ACQUISITION, INC.,

SKIN DISEASES, INC. d/b/a
 INSTITUTE OF COSMETIC
 SURGERY AND HAIR
 TRANSPLANTS

By: Mike Leavitt
 Name: MIKE LEAVITT
 Title: PRESIDENT

By: Manuel O. Jaffe
 Manuel O. Jaffe, M.D., President

This Instrument Prepared by:
 Roland Sanchez-Medina Jr., Esq.
 McDermott, Will & Emery
 201 South Biscayne Boulevard, Suite 2200
 Miami, FL 33131
 Florida Bar No. 0935115

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EXHIBIT A

PLAN OF MERGER

In accordance with Chapter 607 of the Florida Business Corporation Act, as amended (the "Florida Act") and pursuant to Chapter 302A of the Minnesota Business Corporation Act, as amended (the "Minnesota Act"), Jaffe Acquisition, P.A., a Florida corporation ("Surviving Corporation") and Skin Diseases, Inc. d/b/a Institute of Cosmetic Surgery and Hair Transplants, a Minnesota corporation ("Disappearing Corporation"), hereby adopt this Plan of Merger:

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

2. Articles of Incorporation. The articles of incorporation of Surviving Corporation, as in effect immediately prior to the date of filing the Articles of Merger with the Department of the Secretary of State of the State of Florida and with the Department of the Secretary of State of the State of Minnesota (the "Effective Time"), shall be the articles of incorporation of Surviving Corporation, until thereafter amended in accordance with applicable law.

3. Bylaws. The bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of Surviving Corporation, until further amended in accordance with applicable law.

4. Directors and Officers. As of the Effective Time, 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. Each director and officer of Surviving Corporation shall hold office in accordance with the articles of incorporation and the bylaws of Surviving Corporation.

5. Distribution to Shareholders of the Constituent Corporation. Upon the Effective Time, all of the shareholders of Disappearing Corporation shall surrender to Surviving Corporation all of the issued and outstanding shares of Disappearing Corporation, and shall receive, in exchange, shares of common stock in Leavitt Management Group, Inc., a Florida corporation ("Leavitt"), the sole shareholder of the Surviving Corporation, and other consideration as set forth in that certain Merger Agreement and Plan of Reorganization, dated May 3, 1999, by and among Leavitt, Surviving Corporation, Disappearing Corporation and Manuel O. Jaffe, M.D. (the "Merger Agreement").

6. 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 Florida Act.

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7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments or assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, 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 of Merger.

IN WITNESS WHEREOF, the parties have set their hands and seals as of the 3rd day of May, 1999, as evidence that they agree, accept and adopt this Plan of Merger.

JAFFE ACQUISITION, INC.

By: Mike Leavitt
Name: MIKE LEAVITT
Title: PRESIDENT

SKIN DISEASES, INC. d/b/a INSTITUTE
OF COSMETIC SURGERY AND HAIR
TRANSPLANTS

By: Manuel O. Jaffe
Manuel O. Jaffe, M.D. President

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