

Division of Corporations

# P 990000 41034

## Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

MICHAEL MORRIS, D.O., INC.

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*Merger*

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ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

MICHAEL MORRIS, D.O., INC., a Colorado corporation, F98000004736

INTO

**MICHAEL MORRIS, D.O., INC.**, a Florida corporation, P99000041034.

File date: May 4, 1999

Corporate Specialist: Darlene Connell

05/05/1999 16:41  
350)487-6013

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 5, 1999

MICHAEL MORRIS, D.O., INC.  
1245 COURT STREET, SUITE 102  
CLEARWATER, FL 33756

SUBJECT: MICHAEL MORRIS, D.O., INC.  
REF: F98000004736

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E99000010646  
Letter Number: 999A00024201

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ARTICLES OF MERGER

OF

MICHAEL MORRIS, D.O., INC., a Colorado Corporation

And

MICHAEL MORRIS, D.O., INC., a Florida Corporation

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger:

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging Michael Morris, D.O., Inc., a Colorado Corporation with and into Michael Morris, D.O., Inc., a Florida Corporation.

2. The merger of Michael Morris, D.O., Inc. with and into Michael Morris, D.O., Inc. is permitted by the laws of the jurisdiction of organization of Florida and is in compliance with said laws. The date of adoption of the Plan of Merger by the Shareholders of Michael Morris, D.O., Inc. was May 4, 1999.

3. The shareholders of Michael Morris, D.O., Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on May 4, 1999.

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar #: 371750

ARTICLES OF MERGER OF MICHAEL MORRIS, D.O., INC.

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The effective time and date of the merger herein provided for in the State of Florida shall be May 4, 1999.

Executed on May 4, 1999.

By:

  
Michael Morris, D.O.

Its: President and Chairman

of Michael Morris, D.O., Inc., Colorado Corporation  
and of Michael Morris, D.O., Inc., Florida Corporation

Alan S. Gassman, Esquire  
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ARTICLES OF MERGER OF MICHAEL MORRIS, D.O., INC.

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PLAN OF MERGER adopted for Michael Morris, D.O., Inc., a business corporation organized under the laws of the State of Colorado, by resolution of its Board of Directors on May 4, 1999, and adopted for Michael Morris, D.O., Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 4, 1999. The names of the corporations planning to merge are Michael Morris, D.O., Inc., a business corporation organized under the laws of the State of Colorado, and Michael Morris, D.O., Inc. a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Michael Morris, D.O., Inc. plans to merge is Michael Morris, D.O., Inc.

1. Michael Morris, D.O., Inc. and Michael Morris, D.O., Inc., shall, pursuant to the provisions of the laws of the State of Colorado and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Michael Morris, D.O., Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Michael Morris, D.O., Inc. Pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Michael Morris, D.O. Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present By-Laws of the surviving corporation will be the By Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and

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ARTICLES OF MERGER OF MICHAEL MORRIS, D.O., INC.

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qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By Laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into 1000 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Colorado and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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 document 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 herein provided for.

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:emt 5-4-99

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ARTICLES OF MERGER OF MICHAEL MORRIS, D.O., INC.

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