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2005 MAY 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C. Coullotte MAY 31 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SCHIMMEL & SCHIMMEL, L.C.S.W., P.A.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH BARRY SCHIMMEL
(Name of person)

COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
(Name of firm/company)

9400 S. DADELAND BLVD., SUITE 600
(Address)

MIAMI, FLORIDA 33156
(City/state and zip code)

For further information concerning this matter, please call:

JOSEPH BARRY SCHIMMEL at (305) 670-0201
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2005

JOSEPH B. SCHIMMEL
COHEN, CHAE, HOFFMAN & SCHIMMEL, P.A.
9400 S. DADELAND BLVD., STE. 600
MIAMI, FL 33156

SUBJECT: SCHIMMEL & SCHIMMEL, L.C.S.W., P.A.
Ref. Number: S21481

We have received your document for SCHIMMEL & SCHIMMEL, L.C.S.W., P.A. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 605A00032712

ARTICLES OF MERGER
(Profit Corporations)

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/applicable)</small>
Schimmel & Schimmel, L.C.S.W., P.A.	Florida	S21481

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/applicable)</small>
221F, P.A.	Florida	P96000066305

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.

Fifth: The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on May 10, 2005.

Sixth: The Plan of Merger was adopted by the shareholders and directors of the merging corporations on May 10, 2005.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 MAY 31 PM 12:00

FILED

Seventh: Signatures for each Corporation.

SCHIMMEL & SCHIMMEL, L.C.S.W.,
P.A.

By: Brenda H. Schimmel
BRENDA H. SCHIMMEL,
President

221F, P.A.

By: Brenda H. Schimmel
BRENDA H. SCHIMMEL,
President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Schimmel & Schimmel, L.C.S.W., P.A.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
221F, P.A.	Florida

Third: The terms and conditions of the merger are as follows:

On the Effective Date, 221F, P.A., shall be merged with and into Schimmel & Schimmel, L.C.S.W., P.A., with the effect provided by Florida Statutes, the separate existence of 221F, P.A., shall cease, and Schimmel & Schimmel, L.C.S.W., P.A., as the Surviving Corporation, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation and By-Laws of Schimmel & Schimmel, L.C.S.W., P.A. as they exist on the Effective Date. In exchange for their stock in 221F, P.A., the shareholders shall receive no additional consideration.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of the each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of 221F, P.A., are the same as the shareholders of Schimmel & Schimmel, L.C.S.W., P.A., in the same percentages. No additional compensation shall be paid to the shareholders of 221F, P.A.

SCHIMMEL & SCHIMMEL, L.C.S.W., P.A.

By: Brenda H. Schimmel
BRENDA H. SCHIMMEL, President

221F, P.A.

By: Brenda H. Schimmel
BRENDA H. SCHIMMEL, President