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05 DEC 15 PM 3:42  
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

VANGUARD MEDICAL CONCEPTS, INC.

RECEIVED  
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December 15, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VANGUARD MEDICAL CONCEPTS, INC.  
5307 GREAT OAK DR.  
LAKELAND, FL 33815US

SUBJECT: VANGUARD MEDICAL CONCEPTS, INC.  
REF: S61446

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.

Articles of Merger for two Florida domestic corporations are filed according to Chapter 607.1105 of the Florida Statutes. Please delete the words "entity type" from the first and second paragraph under Articles of Merger. Please delete the references to 607.1107 and 607.1108 in the plan of merger. These statutes refer to merger or shares exchanges with foreign corporations or other entity types.

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Annette Ramsey  
Document Specialist

FAX Aud. #: H05000285787  
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**ARTICLES OF MERGER OF  
VANGUARD MERGER SUB, INC.,  
INTO  
VANGUARD MEDICAL CONCEPTS, INC**

**FILED**

**DEC 15 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The following Articles of Merger are being submitted in accordance with Florida Statutes Section 607.1105.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the merging party are as follows:

Name: Vanguard Merger Sub, Inc.  
Principal Office: 5307 Great Oak Drive, Lakeland, FL 33815

Florida Document No. P05000117538.

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name: Vanguard Medical Concepts, Inc.  
Principal Office: 5307 Great Oak Drive, Lakeland, FL 33815

Florida Document No. S61446, FEI Number 65-0281923.

**THIRD:** The attached Plan of Merger meets the requirements of Florida Statutes Section 607.1105 and was approved and adopted by the directors of Vanguard Medical Concepts, Inc. on August 25, 2005, by the shareholders of Vanguard Medical Concepts, Inc. on December 14, 2005 and by the directors and shareholder of Vanguard Merger Sub, Inc. on August 29, 2005.

**FOURTH:** The Merger shall be effective as of December 15, 2005 (the "Effective Time").

**FIFTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Prepared by:  
A.R. Neal, Esquire  
JOHNSON, POPE, BOKOR,  
RUPPEL & BURNS, LLP  
911 Chestnut Street  
Clearwater, FL 33756  
727-461-1818  
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MERGING CORPORATIONS:

VANGUARD MERGER SUB, INC.

By: *John B. [Signature]*  
Its: President

SURVIVING CORPORATION:

VANGUARD MEDICAL CONCEPTS, INC.

By: *S. [Signature]*  
Its: President & CEO

Prepared by:  
A.R. Neal, Esquire  
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**PLAN OF MERGER OF  
VANGUARD MERGER SUB, INC.,  
INTO  
VANGUARD MEDICAL CONCEPTS, INC.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section 607.1105, is being submitted in accordance with Florida Statutes Section 607.1105.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

Vanguard Merger Sub, Inc., a Florida profit corporation

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

Vanguard Medical Concepts, Inc., a Florida profit corporation

**THIRD:** The terms and conditions of the merger are as follows:

1. **The Merger:** The merger of Vanguard Merger Sub, Inc. ("Vanguard Merger Sub") into Vanguard Medical Concepts, Inc. ("Vanguard Medical Concepts") shall occur at the Effective Time (the "Merger"), as defined below, at which time the separate existence of Vanguard Merger Sub shall cease. Vanguard Medical Concepts shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger (Vanguard Merger Sub and Vanguard Medical Concepts shall sometimes be referred to hereinafter as "Constituent Corporations").

2 **The Surviving Corporation:** The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

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3. **Articles of Incorporation:** The Articles of Incorporation of Vanguard Merger Sub, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

4. **Bylaws:** The Bylaws of Vanguard Merger Sub, Inc., as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such Bylaws and in accordance with FBCA.

5. **Manner and Basis of Converting Shares:** Each share of Common Stock of the Merging Corporations, and in the case of Vanguard Medical Concepts, each share of Class A Preferred Stock and Class B Preferred Stock issued and outstanding immediately prior to the Effective Date shall be cancelled as a result of the Merger. The Merging Corporations shall merge with and into the Surviving Corporation and the issued and outstanding shares of Vanguard Merger Sub shall be exchanged for shares of the Common Stock of the Surviving Corporation, and the issued and outstanding shares of the Common Stock, Class A Preferred Stock and Class B Preferred Stock (plus any accrued payment-in-kind dividends thereon) of Vanguard Medical Concepts shall be exchanged, subject to rounding, for shares of the Common Stock, \$.001 par value per share, Series 1 Preferred Stock, \$.001 par value per share and Series 2 Preferred Stock, \$.001 par value per share of Alliance Medical Corporation, a Delaware corporation and the parent of the Surviving Corporation ("Alliance"), as follows:

|                            | <u>Number of Shares<br/>of Merging Corp.</u> | <u>Number of Shares<br/>of Surviving Corp.</u>   |
|----------------------------|--|--|
| Vanguard Merger Sub:       |  |  |
| Common Stock               | 1,000  | 1,000 Common Stock   |
|                            |  |  |
|                            | <u>Number of Shares<br/>of Merging Corp.</u> | <u>Number of Shares<br/>of Alliance</u>  |
| Vanguard Medical Concepts: |  |  |
| Common Stock               | 1,691,116.72145                              | 858,630 Common Stock<br>1,753,708 Series 1 Preferred Stock<br>308,544 Series 2 Preferred Stock |
| Class A Preferred Stock    | 1,412,239.75                                 | 717,036 Common Stock<br>1,464,509 Series 1 Preferred Stock                                     |

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257,663 Series 2 Preferred Stock

Class B Preferred Stock 881,667.10

447,649 Common Stock

914,299 Series 1 Preferred Stock

160,860 Series 2 Preferred Stock

In addition, to the extent any Class B Preferred Stock has any accrued payment-in-kind dividends associated with such stock, the right to such dividends shall be exchanged for shares of the Common Stock, \$.001 par value per share, Series 1 Preferred Stock, \$.001 par value per share and Series 2 Preferred Stock, \$.001 par value per share of Alliance Medical Corporation in the same proportions as set forth above for the Class B Preferred Stock.

The separate existence of the Merging Corporations shall cease. All properties, franchises and rights belonging to the Merging Corporations, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

**6. Effective Time of the Merger:** The Merger shall be effective as of December 15, 2005 (the "Effective Time").

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