# 582323

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# **COVER LETTER**

TO: Amendment Section Division of Corporations					
SUBJECT: Advantage Medical International, Inc. (Name of Surviving Corporation)					
	realite of Surviving Corporations				
The enclosed Articles of Merger at	nd fee are submitted for filing.				
Please return all correspondence co	oncerning this matter to following:				
Michael J. Styles, Esq. (Contact Person)					
Michael J. Styles P.A. (Firm/Company)					
507 Southeast 11th Court (Address)					
Fort Lauderdale, FL 33316 (City/State and Zip Code	)				
For further information concerning	g this matter, please call:				
Michael J. Styles (Name of Contact Person	At ( 954 ) 524-9777  (Area Code & Daytime Telephone Number)				
Certified copy (optional) \$8.7	75 (Please send an additional copy of your document if a certified copy is requested)				
STREET ADDRESS:	MAILING ADDRESS:				
Amendment Section	Amendment Section				
Division of Corporations	Division of Corporations				
Clifton Building	P.O. Box 6327				
2661 Executive Center Circ					
Tallahassee, Florida 32301	· ·				

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act.

PHI2: 03

The following articles of merger are submitted in accordance with the Florida Business Corporation Act.

PHI2: 03

THE FLORIDATE OF STATE ORIDATE.

Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Advantage Medical Electronics,	Broward County, FL	S82323
Inc. Second: The name and jurisdiction of each	n merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (It known' applicable)
Advantage Medical International, Inc.	Florida	P9400009142 <b>4</b>
Advantage Medical Electronics, Inc.	Florida	
Third: The Plan of Merger is attached.		•
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Me	erger are filed with the Florida
OR // / (Enter a specification 90 days a	e date. NOTE: An effective date can after merger file date.)	not be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha	corporation - (COMPLETE ONL) reholders of the surviving corp	Y ONE STATEMENT) oration on 3-25-02
The Plan of Merger was adopted by the boa and shareholde	ard of directors of the surviving r approval was not required.	corporation on
Sixth: Adoption of Merger by merging co The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY reholders of the merging corpo	ONE STATEMENT) ration(s) on $3-25-08$
The Plan of Merger was adopted by the boa and shareholder	ard of directors of the merging or approval was not required.	corporation(s) on

# Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Advantage Medical Inter-	Dulyland	DAURDA KENDRICKS PRESIDEN
International, Inc.		
Advantage Medical	Durfomt	DAVID A, KENDRICKS PRESIDENT
Electronics, Inc.		

# **PLAN OF MERGER**

(Non Subsidiaries)

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

Name
Advantage Medical Electronics, Inc.

Second: The name and jurisdiction of each merging corporation:

Name
Jurisdiction

Advantage Medical International, Inc.
Florida

Advantage Medical Electronics, Inc.
Florida

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

First: The name and jurisdiction of the surviving corporation.

The surviving corporation shall succeed to all of the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, of the merging corporation without the necessity for any seperate transfer. The surviving corporation shall there-after be responsible and liable for all liabilities and obligations of the merging corporation and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

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

See Attached

(Attach additional sheets if necessary)

#### Fourth:

The shares of the merging corporation and the surviving corporation shall be cancelled and shares of the surviving corporation shall be issued as follows:

Linda Kendricks 33% 38% David Kendricks 37% 37% Kenneth Kendricks 12.5% Mary Kendricks 12.5%

# THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

\*The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

# <u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: