

V08547

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

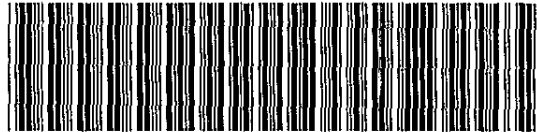
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FILED
04 DEC 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Dec 31, 2004

Florimed of Tampa, Inc.

P.O. BOX 17135
TAMPA, FL 33682

December 6, 2004

State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
04 DEC 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Florimed of Tampa, Inc., surviving corporation

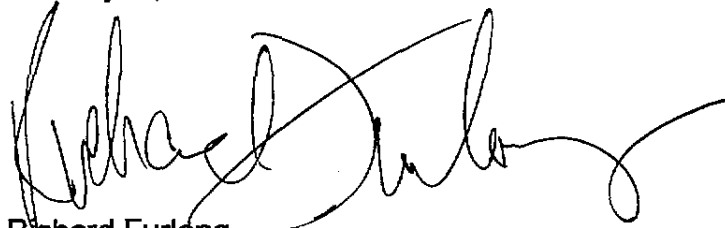
The enclosed Articles of Merger and Plan of Merger are submitted for filing, along with the filing fee of \$105.00 (\$35 X 3), plus \$8.75 for a certified copy. Total enclosed, \$113.75.

Please return all correspondence concerning this matter to:

Richard Furlong
Florimed of Tampa, Inc.
P.O. Box 17135
Tampa, FL 33682

For further information concerning this matter, please call Richard Furlong at 813-287-9996.

Thank you,



Richard Furlong

Articles of Merger
(Profit Corporations)

EFFECTIVE DATE
DEC 31, 2004

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

First

The name of the surviving corporation is **Florimed of Tampa, Inc.**, Document Number **V08547**, and the jurisdiction is the State of Florida.

Second

The names of the merging corporations are **Quality Imaging, Inc.**, Document Number **P94000059547**, and **Receivable Funding, Inc.**, Document Number **P94000065419**, and the jurisdiction is the State of Florida.

Third

The Plan of Merger is attached.

Fourth

The effective date of this merger shall be December 31, 2004.

Fifth

Adoption of Merger by **Florimed of Tampa, Inc.** was adopted by the board of directors on December 6, 2004, and shareholder approval was not required.

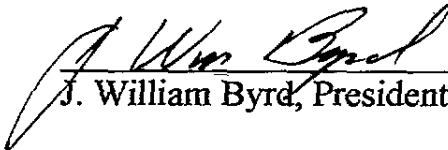
Sixth

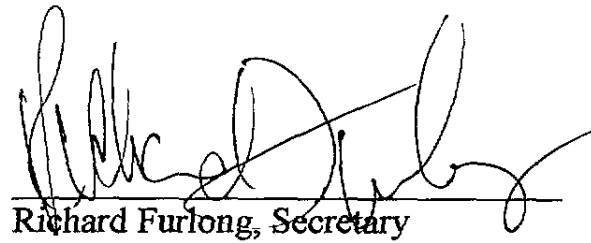
Adoption of Merger by **Quality Imaging, Inc.** and **Receivable Funding, Inc.** was adopted by the board of directors on December 6, 2004, and shareholder approval was not required.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh

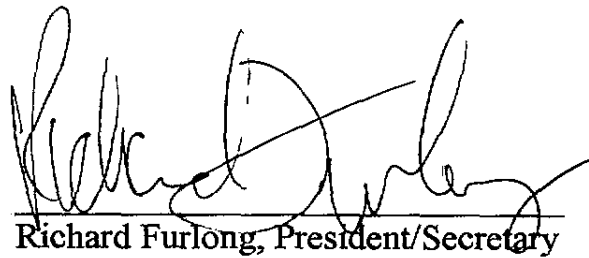
Florimed of Tampa, Inc.


J. William Byrd, President

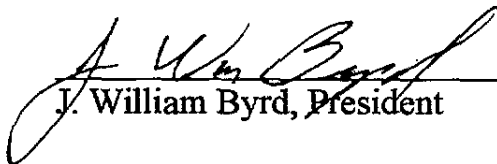

Richard Furlong, Secretary

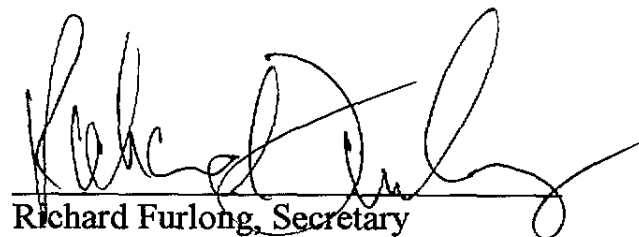
Quality Imaging, Inc.


J. William Byrd, Vice President


Richard Furlong, President/Secretary

Receivable Funding, Inc.


J. William Byrd, President


Richard Furlong, Secretary

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.

The effective date of this merger shall be December 31, 2004, between Florimed of Tampa, Inc., Quality Imaging, Inc., and Receivable Funding, Inc., all Florida For Profit Corporations.

I. Surviving Corporation

The name of the surviving corporation shall be **Florimed of Tampa, Inc., Document Number V08547**, and the jurisdiction shall be the State of Florida.

II. Merging Corporations

The names of the merging (nonsurviving) corporations are **Quality Imaging, Inc., Document Number P94000059547**, and **Receivable Funding, Inc., Document Number P94000065419**, and the jurisdiction shall be the State of Florida.

III. Terms and Conditions of Merger

On the effective date of the merger, Florimed of Tampa, Inc. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of Quality Imaging, Inc. and Receivable Funding, Inc. All of the property, real, personal, and mixed, and all debts due on whatever account, and all other choices in action, and all and every other interest of or belonging to or due to Quality Imaging, Inc. or Receivable Funding, Inc. shall be deemed to be transferred to and vested in Florimed of Tampa, Inc. without further act or deed, and the title to any property or any interest therein, vested in Quality Imaging, Inc. or Receivable Funding, Inc. shall not revert or be in any way impaired by reason of the merger.

On the effective date of the merger, Florimed of Tampa, Inc. shall be deemed responsible and liable for all the liabilities and obligations of Quality Imaging, Inc. and Receivable Funding, Inc.; and any claims existing by or against Quality Imaging, Inc. or Receivable Funding, Inc. may be prosecuted to judgment as if the merger had not taken place, or Florimed of Tampa, Inc. may be substituted in place

of Quality Imaging, Inc. or Receivable Funding, Inc. The rights of creditors shall not be impaired by this merger. Florimed of Tampa, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of Quality Imaging, Inc. or Receivable Funding, Inc.

IV. Surrender of Shares

On the effective date of the merger, all the outstanding shares of stock of Quality Imaging, Inc. and Receivable Funding, Inc. shall be surrendered and canceled. The shares of common stock of Florimed of Tampa, Inc., whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger.

V. Articles of Incorporation

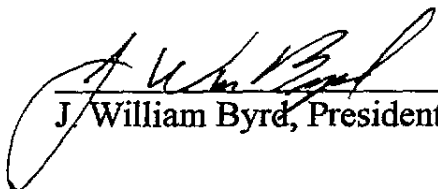
The Articles of Incorporation of Florimed of Tampa, Inc. shall not be amended at this time as a result of this merger.

VI. Subsequent Acts

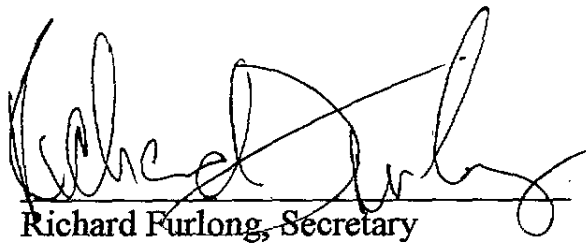
If at any time Florimed of Tampa, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Florimed of Tampa, Inc. the title to any property or rights of Quality Imaging, Inc. or Receivable Funding, Inc. or to otherwise carry out the provisions hereof, the proper officers and directors of Quality Imaging, Inc. or Receivable Funding, Inc. as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Florimed of Tampa, Inc. and to otherwise carry out the provisions hereof.

IN WITNESS WHEREOF, the officers and directors, or a majority thereof, of Florimed of Tampa, Inc., the surviving corporation, and the officers and directors, or a majority thereof, of Quality Imaging, Inc. and Receivable Funding, Inc., the nonsurviving corporations, have executed this plan of merger under their respective corporate seals on the sixth (6th) day of December 2004.

Florimed of Tampa, Inc.



J. William Byrd, President

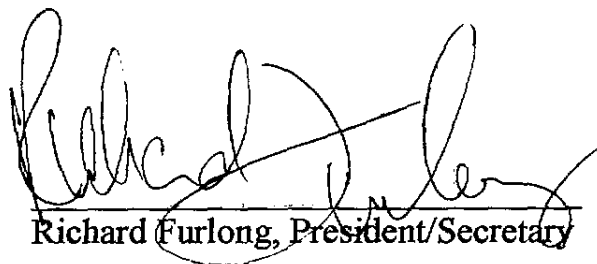


Richard Furlong, Secretary

Quality Imaging, Inc.




J. William Byrd, Vice President

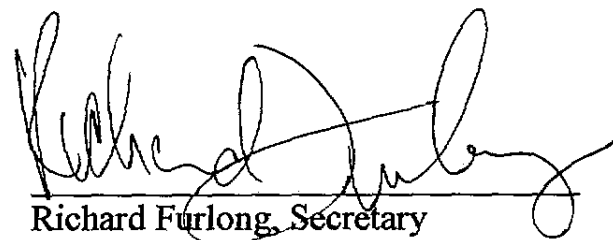


Richard Furlong, President/Secretary

Receivable Funding, Inc.



J. William Byrd, President



Richard Furlong, Secretary