

File 3rd

138271

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MERGER OR SHARE EXCHANGE
LEAVITT MANAGEMENT GROUP, INC.

Certificate of Status	0
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Merger
7-1-99 DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEAVITT MEDICAL GROUP, INC., a Florida corporation, L88840

INTO

LEAVITT MANAGEMENT GROUP, INC., a Florida corporation, V38271

File date: July 1, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER OF LEAVITT MANAGEMENT GROUP, INC.
AND LEAVITT MEDICAL GROUP, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, as amended (the "Florida Act"), LEAVITT MANAGEMENT GROUP, INC., a Florida corporation ("Surviving Corporation"), and, LEAVITT MEDICAL GROUP, INC., a Florida corporation ("Disappearing Corporation"), adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and these Articles of Merger were unanimously adopted on June 30, 1999 by: (a) One Hundred (100) shares of the Surviving Corporation constituting all of the shares entitled to vote thereon, and (b) all of the members of the Board of Directors of the Surviving Corporation.

2. The Plan of Merger was unanimously approved and these Articles of Merger were unanimously adopted on June 30, 1999 by: (a) One Hundred (100) shares of Disappearing Corporation constituting all of the shares entitled to vote thereon, and (b) all of the members of the Board of Directors of Disappearing Corporation.

3. Pursuant to the Plan of Merger, Disappearing Corporation shall be merged with and into Surviving Corporation, and Surviving Corporation shall continue to exist under the same name as before the Merger ("Leavitt Management Group, Inc.") and be governed by the Florida Act (the "Merger").

4. The Merger shall be effective as of 12:00 a.m. on July 1, 1999.

IN WITNESS WHEREOF, the parties have set their hand this 30th day of June, 1999.

LEAVITT MANAGEMENT GROUP,
INC., a Florida corporation

By: Michael D. Leavitt
Michael D. Leavitt, President

LEAVITT MEDICAL GROUP, INC.,
a Florida corporation

By: Matt L. Leavitt
Matt L. Leavitt, D.O., President

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EXHIBIT "A"**PLAN OF MERGER**

In accordance with Chapter 607 of the Florida Business Corporation Act, as amended (the "Florida Act"), LEAVITT MANAGEMENT GROUP, INC., a Florida corporation ("the Surviving Corporation"), and, LEAVITT MEDICAL GROUP, INC., a Florida corporation ("the Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. **Merger.** In accordance with the provisions of the Florida Act, the Disappearing Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Disappearing Corporation shall thereupon cease (the "Merger"). The Surviving Corporation shall continue to exist under and be governed by the Florida Act.
2. **Articles of Incorporation.** The articles of incorporation of the Surviving Corporation, as in effect immediately prior to the date of filing the Articles of Merger with the Department of the State of Florida (the "Effective Time"), shall be the articles of incorporation of the Surviving Corporation, until thereafter amended in accordance with applicable law.
3. **Bylaws.** The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation, until further amended in accordance with applicable law.
4. **Directors and Officers.** As of the Effective time, the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time, shall continue to be the directors and officers of the Surviving Corporation after the Merger. Each director and officer of the Surviving Corporation shall hold office in accordance with the articles of incorporation and the bylaws of the Surviving Corporation.
5. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, all of the shareholders of the Disappearing Corporation shall surrender to the Surviving Corporation all of the issued and outstanding shares of the Disappearing Corporation and shall receive, in exchange, shares of common stock in the Surviving Corporation as set forth in that certain Merger Agreement and Plan of Reorganization, dated June 30, 1999, by and among the Surviving Corporation and the Disappearing Corporation.
6. **Effect of Merger.** As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested with all the rights, privileges, immunities, disabilities, and the duties, of the Disappearing Corporation, as more particularly set forth in the Florida Act.

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7. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have set their hands and seals as of the 30th day of June, 1999, as evidence that they agree, accept and adopt this Plan of Merger.

**LEAVITT MANAGEMENT GROUP,
INC., a Florida corporation**

By: Mike Leavitt
Michael D. Leavitt, President

LEAVITT MEDICAL GROUP, INC.,
a Florida corporation

By: Matt L. Leavitt
Matt L. Leavitt, D.O., President

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