

5

State of Florida



Department of State

2005 006700

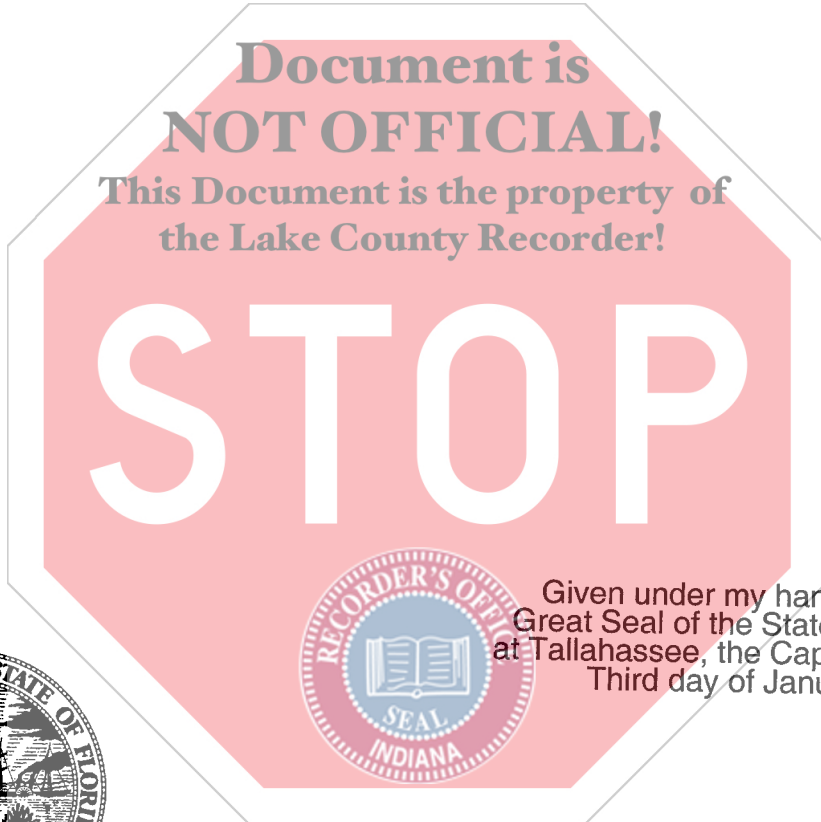
2005 JAN 29 AM 9:26

MICHAELA J. HORN
RECORDER

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

I certify the attached is a true and correct copy of Articles of Merger filed on December 30, 2004, as shown by the records of this office.

The document number of the surviving entity is L05000000345.



Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Third day of January, 2005



CR2EO22 (2-03)



Glenda E. Hood
Glenda E. Hood
Secretary of State

18.00 KM

CK# 2965

ARTICLES OF MERGER OF
B.M.J. PARTNERSHIP
WITH AND INTO
BMJ PARTNERS LLC

FILED
04 DEC 30 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
11/10/05

The following articles of merger are being submitted in accordance with Sections 608.4382 and/or 620.8905, Florida Statutes and Chapter 805 Illinois Compiled Statutes:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
B.M.J. Partnership 1623 Bridgewater Drive Heathrow, FL 32746	Illinois	general partnership

Document/Registration Number: Not Applicable

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

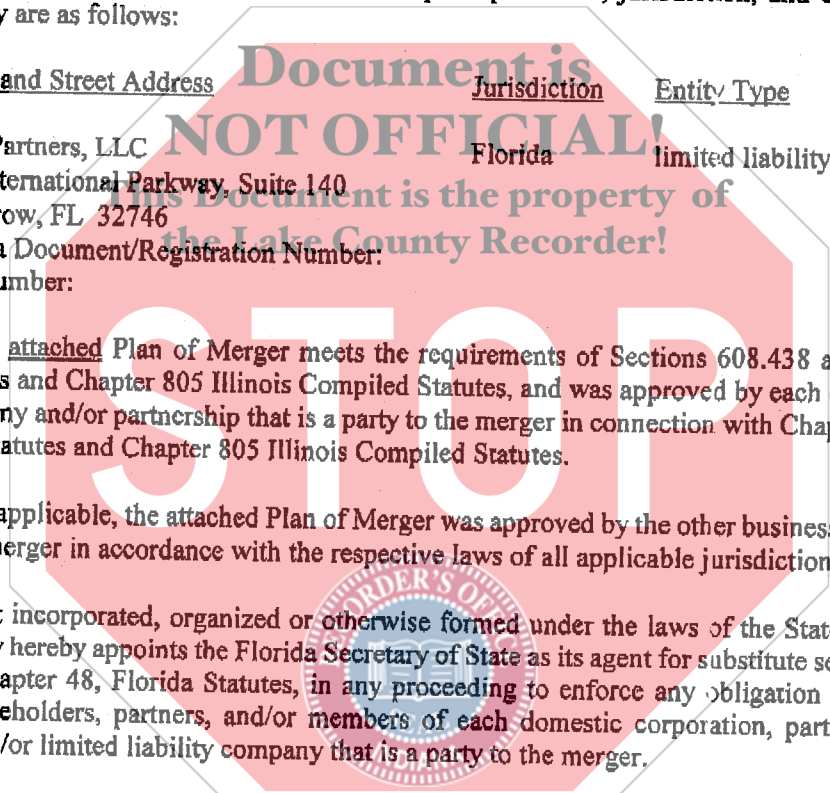
<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BMJ Partners, LLC 160 International Parkway, Suite 140 Heathrow, FL 32746 Florida Document/Registration Number: FEI Number:	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and/or 620.8905, Florida Statutes and Chapter 805 Illinois Compiled Statutes, and was approved by each domestic limited liability company and/or partnership that is a party to the merger in connection with Chapters 608, and/or 620, Florida Statutes and Chapter 805 Illinois Compiled Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Sections 620.8905 and/or 608.4384, Florida Statutes.



SEVENTH: If applicable, the surviving entity has obtained the written consent of each member or person that, as a result of the merger, is now a general partner of the surviving entity pursuant to Sections 608.4381(2) and/or 620.8905, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective on:

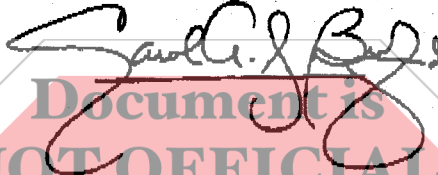
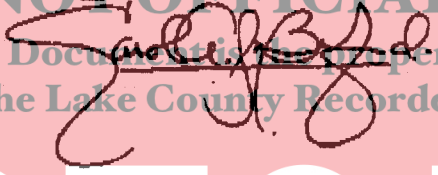
The date the Articles of Merger are filed with the Florida Department of State

OR

January 1, 2005. [Enter specific date: NOTE: Date cannot be prior to date of filing.]

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signature(s) for each party.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>B.M.J. Partnership</u>		Carol Buford Partner
<u>BMJ Partners, LLC</u>		Carol Buford Member



PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and/or 620.8905, Florida Statutes and Chapter 805 Illinois Compiled Statutes, is being submitted in accordance with Sections 608.438, and/or 620.8905, Florida Statutes and Chapter 805 Illinois Compiled Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
B.M.J. Partnership	Illinois

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

<u>Name</u>	<u>Jurisdiction</u>
BMJ Partners, LLC	Florida

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

The merging party shall be merged with and into the surviving party, and the separate existence of the merging party shall cease as of the effective date of this Plan of Merger. The name of the surviving party shall be changed to "BMJ PARTNERS, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of the merging party, of a public as well as private nature, and all property, real, personal or otherwise, of the merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed, and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Operating Agreement shall be affected by the merger hereunder. The persons who are the managers, directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the managers, directors and officers of the surviving party without change, subject to the provisions of the Operating Agreement of the surviving party and the laws of the State of Florida.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the members of the merging party or the partners of the surviving party, all of the issued and outstanding certificates representing units of interest in the merging party shall be cancelled. The issued and outstanding certificates, if any, representing ownership of units of interest in the surviving party shall not be affected by the merger under this Plan of Merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the names and addresses of the general partners are as follows:

Names and Addresses of General Partners

If General Partner is a Non-individual, Florida Document/Registration Number

Not Applicable

SIXTH: If a limited liability company is the surviving entity, the names and addresses of the managers/managing members are as follows:

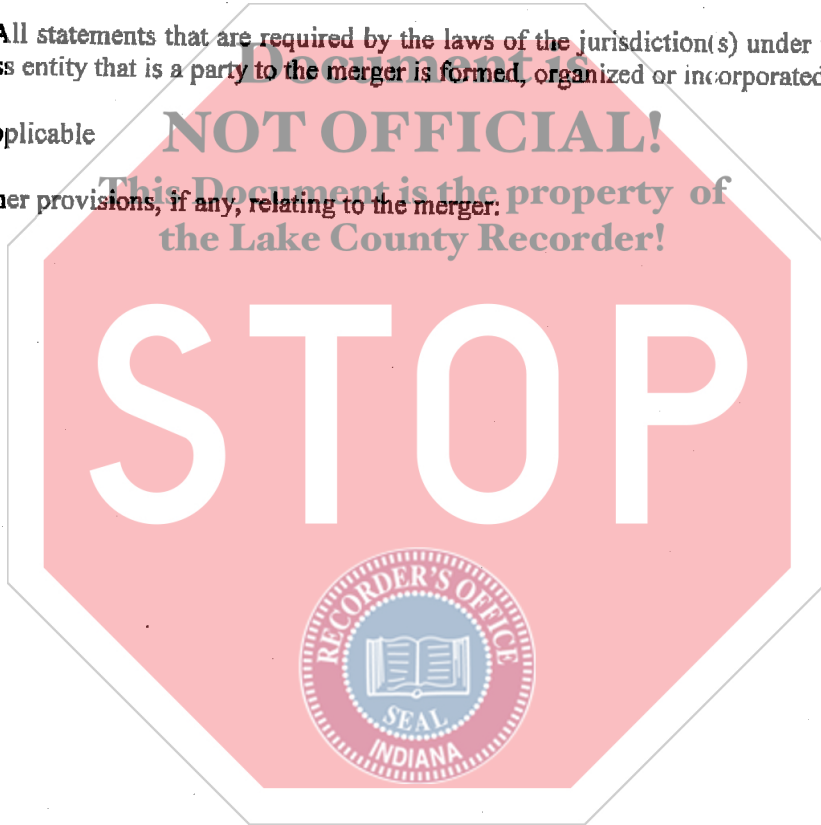
Mrs. JoeAnn McClandon, Managing Member
160 International Parkway, Suite 140
Heathrow, FL 32746

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

None.



Shuffield, Lowman & Wilson
1000 Legion Place Suite 1700
Orlando, FL 32801