

# 530263

**IUCCI & TANNENBAUM**  
A PROFESSIONAL CORPORATION

**PHILADELPHIA OFFICE**

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February 24, 2000

PLEASE REPLY TO:

**Philadelphia**

100003151951--4  
-02/29/00--01080--001  
\*\*\*148.75 \*\*\*148.75

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

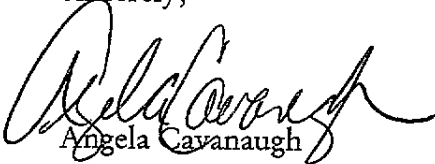
RE: Psychiatric Associates, Inc.; Apogee of Northern Florida, Inc. & Apogee of Tennessee, Inc.

Dear Sir or Madam:

Enclosed for filing please find the fully executed Articles of Merger for the above referenced corporation. Also, enclosed is a check in the amount of \$148.75 made payable to the Florida Department of State for the filing fee. Please acknowledge receipt of the enclosed filing by returning a time stamped copy of this letter in the self addressed stamped envelope that I have provided.

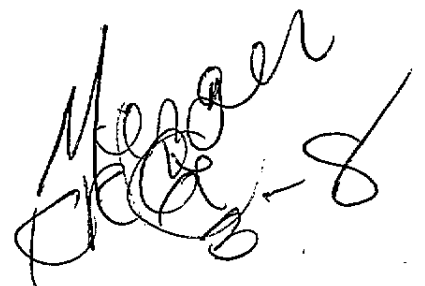
If you have any questions, please do not hesitate to give me a call. Thank you very much.

Sincerely,

  
Angela Cavanaugh

AC:hs  
Enclosures

**FILED**  
FEB 29 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

APOGEE OF NORTHERN FLORIDA, INC., a Florida corporation, document number V22891

PSYCHIATRIC ASSOCIATES, INC., a Florida corporation, document number 530263

APOGEE OF TENNESSEE, INC., a Tennessee corporation qualified in Florida, document number P41001

INTO

**INTEGRA, INC.**, a Delaware corporation not qualified in Florida

File date: February 29, 2000

Corporate Specialist: Karen Gibson

**(Profit Corporations)**

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

**First:** The name and jurisdiction of the surviving corporation are:

Delaware

**Second:** The name and jurisdiction of each merging corporation are:

Florida

Florida

Tennessee

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR             /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)**

**Fifth:** Adoption of Merger by surviving corporation. \_\_\_\_\_  
The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 1, 1999 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

**Sixth:** Adoption of Merger by merging corporation(s) on August 1, 1999.  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 1, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Integra, Inc.

Psychiatric Associates, Inc.

Apogee of Northern Florida, Inc.

Apogee of Tennessee, Inc.

Typed or Printed Name of Individual & Title

Gary Tannenbaum, Asst. Sec.

Allen C. Tucci, Asst. Sec.

Allen C. Tucci, Asst. Sec.

Allen C. Tucci, Asst. Sec.

**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

| <u>Name</u>          | <u>Jurisdiction</u> |
|----------------------|---------------------|
| <u>Integra, Inc.</u> | <u>Delaware</u>     |

The name and jurisdiction of each subsidiary corporation are:

| <u>Name</u>                             | <u>Jurisdiction</u> |
|-----------------------------------------|---------------------|
| <u>Psychiatric Associates, Inc.</u>     | <u>Florida</u>      |
| <u>Apogee of Northern Florida, Inc.</u> | <u>Florida</u>      |
| <u>Apogee of Tennessee, Inc.</u>        | <u>Tennessee</u>    |
| <u> </u>                                | <u> </u>            |
| <u> </u>                                | <u> </u>            |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective date, each share of the non-surviving corporations will be surrendered to the sole stockholder (100%), INtegra, Inc. and cancelled. No cash or securities need to be issued or transferred as a result of the merger.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A