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NAME: LIFE MANAGEMENT CENTER OF NORTHWEST FLORIDA,
AUDIT NUMBER.....H98000010417
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF COUNTY GUIDANCE CLINIC, INC., a Florida corporation, 713032

INTO

LIFE MANAGEMENT CENTER OF NORTHWEST FLORIDA, INC., a Florida
corporation, 721746

File date: June 3, 1998, effective July 1, 1998

Corporate Specialist: Darlene Connell

Fax Audit No. H98000010417

EFFECTIVE DATE
7-1-98

ARTICLES OF MERGER

The undersigned, being the Presidents of Life Management Center of Northwest Florida, Inc., a Florida not for profit corporation; and Gulf County Guidance Clinic, Inc., a Florida not for profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I - PLAN OF MERGER

A copy of the plan of merger is attached as Exhibit

ARTICLE II - APPROVAL

A.

The plan of merger was adopted by Life Management Center of Northwest Florida, Inc. as follows:

The Board of Directors of Life Management Center of Northwest Florida, Inc., constitutes all of the voting members of Life Management Center of Northwest Florida, Inc. A meeting of the Board of Directors/members of Life Management Center of Northwest Florida, Inc., was held on May 26, 1998 and the plan of merger was adopted by a two-thirds (2/3) vote of the Board of

THIS INSTRUMENT PREPARED BY:
W. Gerald Hamm, Esq.
Florida Bar No. 946605
BARRON, REDDING, HUGHES, FITE,
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Directors/members of Life Management Center of Northwest Florida, Inc., which was sufficient for approval. The number of directors/members in office at the time of the meeting was 16. The vote by the Board of Directors/Membership was 13 in favor and 0 opposed.

B.

The plan of merger was adopted by Gulf County Guidance Clinic, Inc., as follows:

The Board of Directors of Gulf County Guidance Clinic, Inc., constitutes all of the voting members of Gulf County Guidance Clinic, Inc. A meeting of the Board of Directors/members of Gulf County Guidance Clinic, Inc., was held on MAY 19, 1998 and the plan of merger was adopted by a majority vote of the Board of Directors and a two-thirds (2/3) vote of the members of Gulf County Guidance Clinic, Inc., which was sufficient for approval. The number of directors in office at the time of the meeting was 9 and the number of members in office at the time of the meeting was 9. The vote by the Board of Directors was 6 in favor and 0 opposed. the vote by the Membership was 6 in favor and 0 opposed.

ARTICLE III - EFFECTIVE DATE

The merger shall be effective on July 1, 1998.

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IN WITNESS WHEREOF, the undersigned have executed these
Articles of Merger on May 26, 1998.

Life Management Center of
Northwest Florida, Inc., a Florida
not for profit corporation

By: Curtis Jackson
Name: Curtis Jackson
Its: President

Gulf County Guidance Clinic, Inc.,
a Florida not for profit corporation

By: W. Alan Richardson
Name: W. Alan Richardson
Its: President

PLAN OF MERGER
OF
LIFE MANAGEMENT CENTER OF NORTHWEST FLORIDA, INC. AND
THE GULF COUNTY GUIDANCE CLINIC, INC.

This is a plan of merger between Life Management Center of Northwest Florida, Inc., a Florida not for profit corporation, and Gulf County Guidance Clinic, Inc., a Florida not for profit corporation.

ARTICLE I - CONSTITUENT CORPORATIONS

The name of each constituent corporation is Life Management Center of Northwest Florida, Inc., a Florida not for profit corporation ("Life Management Center"); and Gulf County Guidance Clinic, Inc., a Florida not for profit corporation ("Gulf Clinic").

ARTICLE II - MERGER

Pursuant to Section 617.1101, Florida Statutes, Gulf Clinic shall be merged into Life Management Center (the "Merger").

ARTICLE III - SURVIVING CORPORATION

Life Management Center shall be the surviving corporation of the merger.

ARTICLE IV - ARTICLES OF INCORPORATION

The Articles of Incorporation of Life Management Center, as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its Articles of Incorporation subsequent to the merger.

ARTICLE V - DIRECTORS AND OFFICERS

The directors and officers of Life Management Center:

98856



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immediately prior to the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE VI - ASSETS AND LIABILITIES

On the effective date of the merger, the separate existence of Gulf Clinic shall cease and Life Management Center shall, without further action, possess all its rights and privileges immediately preceding the merger. All assets of any nature of Gulf Clinic shall, without further action, be vested in Life Management Center immediately following the merger. Following the merger, Life Management Center shall be responsible for all liabilities and obligations of Gulf Clinic. Any claim existing or action or proceeding pending against Gulf Clinic may be continued as if the merger did not occur or Life Management Center may be substituted for Gulf Clinic in any such proceeding. Neither the rights of creditors nor any liens upon the property of Gulf Clinic shall be impaired by the merger.

ARTICLE VII - EFFECTIVE DATE

The effective date of the merger shall July 1, 1998.

ARTICLE VIII - ABANDONMENT

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the Board of Directors of Life Management Center or the Board of Directors of Gulf Clinic at any time prior to the filing of the Articles of Merger.

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IN WITNESS WHEREOF, this plan of merger has been executed by
the undersigned officers on this 26th day of May, 1998.

Life Management Center of
Northwest Florida, Inc., a Florida
not for profit corporation

By: Curtis Jackson
Name: Curtis Jackson
Its: President

Gulf County Guidance Clinic, Inc.,
a Florida not for profit corporation

By: W. Alan Richardson
Name: W. Alan Richardson
Its: President