

H50185

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

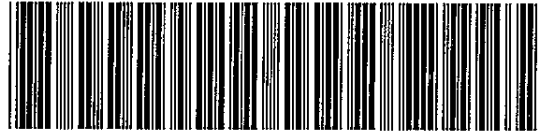
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300014934413

04/09/03--01053--004 **70.00

RECEIVED
03 APR -9 PM 11:37
TALLAHASSEE, FLORIDA

FILED
2003 APR -9 PM 12:14
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
04-09-03

CT CORPORATION

April 9, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5827096 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Advanced Rehabilitation and Wellness Center, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ADVANCED REHABILITATION AND WELLNESS CENTER, INC., a Florida
corporation, P98000073405

INTO

HEARTLAND REHABILITATION SERVICES OF FLORIDA, INC., a Florida
entity, H50185.

File date: April 9, 2003 , effective April 10, 2003

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Heartland Rehabilitation Services of Florida, Inc.	Florida	H50185

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Advanced Rehabilitation and Wellness Center, Inc.	Florida	P98000073405
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
 2003 APR -9 PM 12: 14
 STATE OF FLORIDA
 TALLAHASSEE

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective April 10, 2003.

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.)

EFFECTIVE DATE
04-09-03

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
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 March 31, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 31, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Heartland Rehabilitation
Services of Florida, Inc.

David K. Nees

David K. Nees, Asst. Secretary

Advanced Rehabilitation
and Wellness Center, Inc.

R. Jeffrey Bixler

R. Jeffrey Bixler, Vice President

PLAN OF MERGER
MERGING

Advanced Rehabilitation and Wellness Center, Inc.
(a Corporation of the State of Florida)
INTO
Heartland Rehabilitation Services of Florida, Inc.
(a Corporation of the State of Florida)

The following plan of merger is submitted in compliance with section 607.1104, F.S.

The name of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is Heartland Rehabilitation Services of Florida, Inc. and its jurisdiction is Florida.

The name of the subsidiary corporation is Advanced Rehabilitation and Wellness Center, Inc. and its jurisdiction is Florida.

Agreed that the subsidiary corporation shall be and hereby is merged into the parent corporation. The terms and conditions of said merger and the mode of carrying same into effect are set forth in this Plan of Merger.

The parent corporation shall survive the merger herein contemplated, shall continue its corporate name and shall continue to be governed by the Laws of the State of Florida, but the separate corporate existence of the subsidiary corporation shall cease forthwith upon the effective date.

The designation and number of outstanding shares of each class of the subsidiary corporation and the number of shares of each class owned by the surviving corporation is as follows:

<u>Name of Subsidiary</u>	<u>Class</u>	<u># of Shares Outstanding</u>	<u># of Shares Owned by Parent</u>
Advanced Rehabilitation and Wellness Center, Inc.	Common \$1.00 par value	75	75

Immediately prior to the Merger, Heartland Rehabilitation Services of Florida, Inc. had 500 shares authorized and 250 shares outstanding of \$.10 par value common stock. At the effective date, by virtue of the Merger and without any action on the part of Heartland Rehabilitation Services of Florida, Inc. or the subsidiary corporation:

a) Each share of the subsidiary corporation which is issued and outstanding immediately prior to the effective date shall be canceled and retired, and no payment shall be made with respect thereto.

b) Each share of the parent corporation issued and outstanding immediately prior to the effective date shall remain issued and outstanding without change and shall constitute the sole authorized and issued shares of the surviving corporation.

When the merger has been effected, the parent corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature of the subsidiary corporation; and all property, real, personal and mixed, and all debts due on whatever account and all choices in action, and all and every other interest, of or belonging to or due the subsidiary corporation shall be vested in the parent corporation without further act or deed; and the title to any real estate, or any interest therein vested in the subsidiary corporation shall not revert or be in any way impaired

by reason of the Merger. The parent corporation shall henceforth be responsible and liable for all the liabilities and obligations of the subsidiary corporation so merged; any claim existing or action or proceeding pending by or against the subsidiary corporation may be prosecuted as if the Merger had not taken place, or the parent corporation may be substituted in its place. The parent corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Ohio law, and neither the rights of creditors nor any liens upon the property of the subsidiary corporation and the parent corporation shall be impaired by the merger; all with the effect set forth in the Florida law.

The effective date of the merger shall be April 10, 2003.

This agreement was duly approved by the directors of Heartland Rehabilitation Services of Florida, Inc. and Advanced Rehabilitation and Wellness Center, Inc.

IN WITNESS WHEREOF Heartland Rehabilitation Services of Florida, Inc., a Florida corporation; and Advanced Rehabilitation and Wellness Center, Inc., a Florida corporation, the corporations which are the parties to the Plan of Merger, pursuant to the authority duly given by their respective boards of directors, have caused this Plan of Merger to be executed in their respective corporate names by the Vice President/Secretary and the Assistant Secretary of each of the corporations on this 4th day of April, 2003.

HEARTLAND REHABILITATION SERVICES OF FLORIDA, INC.

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

By: David K. Nees
David K. Nees
Assistant Secretary

ADVANCED REHABILITATION AND WELLNESS CENTER, INC.

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

By: David K. Nees
David K. Nees
Assistant Secretary