

Phoenix House

N39014

June 16, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-06/18/99--01025--003
*****78.75 *****78.75

IN RE: Phoenix Programs of Florida, Inc.
Corporate Number: N39014

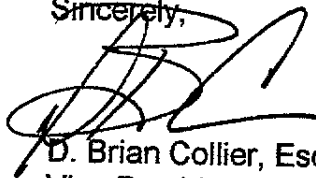
Foundation for Phoenix Programs of Florida, Inc.
Corporate Number: N96000001134

To Whom It May Concern:

Please find enclosed properly executed articles of merger and plan of merger for Phoenix Programs of Florida and Foundation for Phoenix Programs of Florida. Also attached is the enabling resolution.

Also enclosed is a check for filing fees and certificate totaling \$78.75. If you have any questions, please feel free to contact me at (352) 867-7000.

Sincerely,



D. Brian Collier, Esquire
Vice President and Regional Director

DBC/nea

*Merger
6-23-99
DHS*

FILED
99 JUN 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC., a Florida
corporation, N96000001134

INTO

PHOENIX PROGRAMS OF FLORIDA, INC., a Florida corporation, N39014

File date: June 18, 1999

Corporate Specialist: Doug Spitler

Resolution re: Adoption of Plan of Merger of Phoenix Programs of Florida, Inc. and Foundation for Phoenix Programs of Florida, Inc.

WHEREAS, on December 16, 1998, Phoenix Programs of Florida (Phoenix Programs Florida) and Foundation for Phoenix Programs of Florida (Foundation) became affiliated with Phoenix House Foundation;

WHEREAS, in light of the affiliation and in an effort to more effectively utilize limited resources, it is desirable to merge Phoenix Programs Florida and the Foundation and that the surviving corporation shall be Phoenix Programs of Florida, Inc.;

WHEREAS, that upon said merger, the Foundation shall cease to exist and all title to the corporation's real estate and property shall vest in the surviving company;

WHEREAS, the surviving corporation will assume the liabilities and obligations of the Foundation;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors hereby approve the Articles of Merger and Plan of Merger (attached hereto as Exhibits "A" and "B") and recommends that the Member ratify this resolution and take such action deemed necessary or advisable to carry out the intent of the foregoing resolution.

FILED
99 JUN 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

ARTICLES OF MERGER

The undersigned, being president of PHOENIX PROGRAMS OF FLORIDA, INC., a Florida not for profit corporation, and FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC., a Florida not for profit corporation, hereby executes these articles of merger, which shall be filed in the office of the Florida Department of State.

ARTICLE 1

A copy of the plan of merger is attached as Exhibit "B".

ARTICLE 2

The plan of merger was adopted by Phoenix Programs of Florida, Inc. at a meeting of its members held on March 11, 1999. The number of votes cast in favor was sufficient for approval. The vote was 10 in favor and 0 opposed.

The plan of merger was adopted by Foundation for Phoenix Programs of Florida, Inc. at a meeting of its members held on March 11, 1999. The number of votes cast in favor was sufficient for approval. The vote was 10 in favor and 0 opposed.

ARTICLE 3

The merger shall be effective on the date of filing of these articles of merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned executed these articles of
merger on the 30th day of April, 1999.

PHOENIX PROGRAMS OF FLORIDA, INC.,
a Florida corporation

BY: M. S. Rosenthal
Mitchell S. Rosenthal, MD, President

FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC.,
a Florida corporation

BY: M. S. Rosenthal
Mitchell S. Rosenthal, MD, President

EXHIBIT "B"

PLAN OF MERGER OF PHOENIX PROGRAMS OF FLORIDA, INC AND FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC.

This is plan of merger between PHOENIX PROGRAMS OF FLORIDA, INC, a Florida not for profit corporation, and FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC., a Florida not for profit corporation.

ARTICLE I CONSTITUENT CORPORATIONS

The name of each constituent corporation is PHOENIX PROGRAMS OF FLORIDA, INC, a Florida not for profit corporation and FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. a Florida not for profit corporation.

ARTICLE II MERGER

Pursuant to section 617.1107, Florida Statutes FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. shall be merged into PHOENIX PROGRAMS OF FLORIDA, INC. (the "merger").

ARTICLE III SURVIVING CORPORATION

PHOENIX PROGRAMS OF FLORIDA, INC. shall be the surviving corporation of the merger.

ARTICLE IV ARTICLES OF INCORPORATION

The articles of incorporation of PHOENIX PROGRAMS OF FLORIDA, INC., 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 PHOENIX PROGRAMS OF FLORIDA, INC. immediately prior to the merger shall continue to be directors and officers immediately following the merger.

ARTICLE VI MEMBERS

The members of PHOENIX PROGRAMS OF FLORIDA, INC. and FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. immediately prior to the merger shall all be members of PHOENIX PROGRAMS OF FLORIDA, INC. immediately following the merger, and shall, without further action, possess all rights and obligations granted to members of PHOENIX PROGRAMS OF FLORIDA, INC. by its charter and bylaws.

ARTICLE VII ASSETS AND LIABILITIES

On the effective date of the merger, the separate existence of FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. shall cease to exist and PHOENIX PROGRAMS OF FLORIDA, INC. shall, without further action, possess all of its rights and privileges immediately preceding the merger. All assets of any nature of FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. shall, without further action, be vested in PHOENIX PROGRAMS OF FLORIDA, INC. immediately following the merger. Following the merger, PHOENIX PROGRAMS OF FLORIDA, INC. shall be responsible for all liabilities

and obligations of FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. Any claim existing or action or proceeding pending against FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. may be continued as if the merger did not occur or PHOENIX PROGRAMS OF FLORIDA, INC. may be substituted for FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. in any such proceeding. Neither the rights of the creditors of nor any liens upon the property of FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. shall be impaired by the merger.

ARTICLE VIII EFFECTIVE DATE

The merger shall be effective upon the filing with the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

ARTICLE IX ABANDONMENT

Notwithstanding anything contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors of PHOENIX PROGRAMS OF FLORIDA, INC. or the board of directors of FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC. at any time prior to the filing of articles of merger.

IN WITNESS WHEREOF, the undersigned executed these articles of merger on
the 30th day of April 1999.

PHOENIX PROGRAMS OF FLORIDA, INC.,
a Florida corporation

BY: M. S. Rosenthal
Mitchell S. Rosenthal, MD, President

FOUNDATION FOR PHOENIX PROGRAMS OF FLORIDA, INC.,
a Florida corporation

BY: M. S. Rosenthal
Mitchell S. Rosenthal, MD, President