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PRINTERING NO. 1 072100000032

REFERENCE : 971196

4303929

AUTHORIZATION

COST LIMIT :

\$ 122.50

ORDER DATE : May 30, 1996

ORDER TIME : 2:42 PM

ORDER NO. : 971196

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst

GREENBERG TRAURIG HOFFMAN

LIPOFF ROSEN & QUENTEL, P. A.

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME:

LIFECARE MERGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

100001847871

# ARTICLES OF INCORPORATION OF LIFECARE MERGER CORP.

FALTO SECRETARY OF STATE DIVERSION OF CORPORATIONS 96 MAY 31 AH 10: 17

# **ARTICLE I**

The name of the corporation is LIFECARE MERGER CORP., (the "Corporation").

#### **ARTICLE II**

The address of the principal office and the mailing address of the Corporation is: 4517 N.W. 31st Avenue, Ft. Lauderdale, Florida 33309.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Valuo <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$ 0.01	Common

#### **ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### **ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Liliana Armas**.

# **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Michael Weissman 4517 N.W. 31st Avenue Ft. Lauderdale, Florida 33309

Richard S. Weissman 4517 N.W. 31st Avenue Ft. Lauderdale, Florida 33309

# **ARTICLE VII**

The name and address of the Incorporator is Liliana Armas, 1221 Brickell Avenue Suite 2100, Miami, Florida 33131.

## **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this day of May, 1996.

Liliana Armas - Incorporator

# **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LIFECARE MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Liliana Armas, Registered Agent

Dated: May <u>\$0</u>, 1996

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FLORIDA DEPARTMENT OF STATE Sandra B. Morthum Secretary of State

> ARTICLES OF MERGER Merger Sheet

MERGING:

LIFECARE INVESTMENTS, INC., a Delaware corporation P21060

INTO

LIFECARE MERGER CORP., a Florida corporation, P96000046502

File date: June 27, 1996

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
LIFECARE INVESTMENTS, INC.
INTO
LIFECARE MERGER CORP.

96 JUN 27 FU 3: CU

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, LIFECARE INVESTMENTS, INC., a Delaware corporation ("LCI"), and LIFECARE MERGER CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging LCI with and into the Survivor.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the holders of a majority of the outstanding shares of common stock of LCI, the only authorized class of capital stock of LCI by written consent in accordance with the provisions of Section 252 of the Delaware General Corporation Law as of June 26, 1996, and the Board of Directors and the sole shareholder of the Survivor by written consent in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act as of June 26, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of June, 1996.

LIFECARE INVESTMENTS, INC.

Michael Weissman, Chairman of the Board

LIFECARE MERGER CORP.

John Floryel, Sr. Vice President

#### AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated June 26, 1996, among TUTOR TIME LEARNING SYSTEMS, INC., a Florida corporation ("TTLS"), LIFECARE INVESTMENTS, INC., a majority owned subsidiary of TTLS and a Delaware corporation ("LCI"), and LIFECARE MERGER CORP., a wholly-owned subsidiary of TTLS and a Florida corporation ("LCMC" or the "Surviving Corporation").

TTLS, LCI, and LCMC desire to effect the statutory merger of LCI with and into LCMC, with LCMC to survive such merger.

- Constituent Cornerations. LCI and LCMC shall be parties to the merger (the "Merger") of LCI with and into LCMC.
- Terms and Conditions of Merger. LCI shall, pursuant to the provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "BCA"), be merged with and into LCMC, which shall continue to exist pursuant to the laws of the State of Florida as the Surviving Corporation. Upon the Effective Date of the Merger (as defined in paragraph 7), the separate corporate existence of LCI shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the LCI.

### 3. Capital Stock: Conversion of Shares.

- A. Upon the Effective Date, each share of the common stock, \$.01 par value ("LCI Common Stock"), of LCI issued and outstanding immediately prior to the Effective Date, other than shares of LCI Common Stock owned by TTLS, shall be converted into and become, without action on the part of the holders thereof, .4903012 shares of the common stock, \$.01 par value ("TTLS Common Stock"), of TTLS. Any share of LCI Common Stock held in the treasury of LCI at the Effective Date and any share of LCI Common Stock held by TTLS shall be canceled and retired, and no shares or other securities of TTLS shall be issuable with respect thereto. Prior to the Effective Date, all outstanding warrants, options and convertible securities issued by LCI shall have been canceled.
- B. Each share of common stock, \$0.01 par value, of LCMC issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, continue to represent one validly issued, fully paid and non-assessable share of the common stock of the LCMC.
- C. At the Effective Date, each holder of shares of LCI Common Stock (other than TTLS) who shall have delivered certificate(s) in negotiable form representing shares of LCI Common Stock held by such holder shall be entitled to receive in exchange therefor a certificate or certificates representing that number of TTLS Common Stock for each share of LCI Common Stock surrendered as is specified in Section 3A above. Until so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger represented shares of LCI Common Stock shall be deemed for all corporate purposes above, to evidence the ownership of that number of TTLS Shares specified in Section 3A above.

- 4. Articles of Incorporation. The Articles of Incorporation of LCMC as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except the name of the Surviving Corporation shall be changed to "LifeCare Investments, Inc.".
- 5. Bylaws. The Bylaws of LCMC as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
- 6. <u>Directors and Officers</u>. The directors and officers of LCMC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
- 7. Effective Date. The Merger shall become effective on the later of the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida or June 26, 1996.
- 8. Amendment of Plan of Merger. The Board of Directors of each of LCI and LCMC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 252 of the DGCL and Section 607 1103(8) of the BCA.

LIFECARE INVESTMENTS, INC.

Michael Weissman.

Chairman of the Board

LIFECARE MERGER CORP.

:

John Floegel, Sr. Vice President

TUTOR TIME LEARNING SYSTEMS, INC.

By:

Richard S. Weissman, President