

P98000074466

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE & CARTER, P.A.

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** Admitted in New York
and Nevada only

June 25, 1999

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

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-06/28/99--01096--025
***122.50 ***122.50

Re: TOTAL HEALTH CLINIC MANAGEMENT, INC.
TOTAL HEALTH PHYSICAL MEDICINE, INC.

To whom it may concern:

Enclosed please find an original and one copy of Articles of Merger of Total Health Clinic Management, Inc. and Total Health Physical Medicine, Inc. I ask that you please file the Articles and return to me one certified copy of same. Also enclosed is our check payable to Department of State in the amount of \$122.50 which covers the cost of the following:

\$ 70.00	filing fee
<u>52.50</u>	certified copy
\$122.50	total

Your attention to this matter is greatly appreciated.

Very truly yours,

Todd W. Fennell

Todd W. Fennell

FILED
99 JUL 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWF/seb
Enclosures

Merger

V. SHEPARD AUG 5 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL HEALTH CLINIC MANAGEMENT, P.A., a Florida corporation,
P98000074465

INTO

TOTAL HEALTH PHYSICAL MEDICINE, P.A., a Florida corporation,
P98000074466

File date: July 30, 1999

Corporate Specialist: Velma Shepard



COPY

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 6, 1999

TODD W. FENNELL
979 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: TOTAL HEALTH CLINIC MANAGEMENT, INC.
Ref. Number: P98000074465

We have received your document for TOTAL HEALTH CLINIC MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 799A00035100

FILED
99 JUL 30 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF P.A.
TOTAL HEALTH CLINIC MANAGEMENT, INC., A FLORIDA CORPORATION,
INTO P.A.
TOTAL HEALTH PHYSICAL MEDICINE, INC., A FLORIDA CORPORATION

TO THE DEPARTMENT OF STATE
OF THE STATE OF FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Total Health Clinic Management, ~~Inc.~~ P.A. and Total Health Physical Medicine, ~~Inc.~~ P.A., adopt the following Articles of Merger.

1. Board of Directors Adoption. The Plan of Merger dated the 23 day of June, 1999 ("Plan of Merger") between Total Health Clinic Management, ~~Inc.~~ P.A. and Total Health Physical Medicine, ~~Inc.~~ P.A., was adopted unanimously by the Board of Directors of Total Health Clinic Management, ~~Inc.~~ P.A. on the 23 day of June, 1999, and was unanimously adopted by the Board of Directors of Total Health Physical Medicine, ~~Inc.~~ P.A. on the 23 day of June, 1999.

2. Stockholder Approval. The Plan of Merger was unanimously approved by the shareholders of Total Health Clinic Management, ~~Inc.~~ P.A. on the 23 day of June, 1999, and was unanimously approved by the shareholders of Total Health Physical Medicine, ~~Inc.~~ P.A. on the 23 day of June, 1999.

3. Merger; Surviving Corporation. Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Total Health Clinic Management, ~~Inc.~~ P.A. will be acquired by means of a merger of Total Health Clinic Management, ~~Inc.~~ P.A. into Total Health Physical Medicine, ~~Inc.~~ P.A. with Total Health Physical Medicine, ~~Inc.~~ P.A., the surviving corporation ("Merger").

4. Incorporation of Plan of Merger. The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Total Health Physical Medicine, ^{P.A.} Inc. is in force and effect at the effective time of the Merger and shall continue to be the Articles of Incorporation of the surviving corporation until amended or changed in accordance with the provisions of Florida Corporation Laws.

6. Effective Date. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be _____ on the 23 day of June, 1999.

IN WITNESS WHEREOF, the parties have set their hands this 23 day of June, 1999.

Witnesses:

Judy Kishby
Judy Kishby

P.A.
Total Health Clinic Management, Inc.

By: Christopher Stepanek
Christopher Stepanek, President
(Corporate Seal)

Janice Easton
JANICE EASTON

P.A.
Total Health Physical Medicine, Inc.
By: Christopher Stepanek
Christopher Stepanek, President
(Corporate Seal)

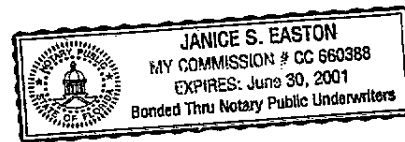
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, personally known to me and well known to me to be the President of Total Health Clinic Management, Inc., P.A. a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 23 day of June, 1999.


Notary Public of Florida
Commission No.
Expiration Date:

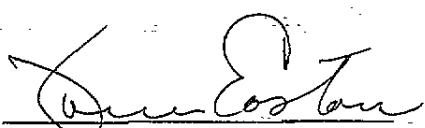


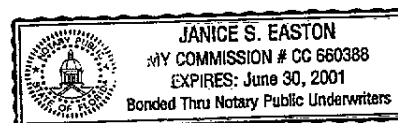
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, personally known to me and well known to me to be the President of Total Health Physical Medicine, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this ____ day of June, 1999.


Notary Public of Florida
Commission No.
Expiration Date:



PLAN OF MERGER

This agreement is made between Total Health Clinic Management, ~~Inc.~~ ^{P.A.}, a Florida corporation, and Total Health Physical Medicine, ~~Inc.~~ ^{P.A.}, a Florida corporation. Both corporations are collectively referred to in this agreement as the "Constituent Corporations".

The respective Boards of Directors of the Constituent Corporations deem it advisable that Total Health Clinic Management, ~~Inc.~~ ^{P.A.}, a Florida corporation ("Disappearing Corporation"), be merged into Total Health Physical Medicine, ~~Inc.~~ ^{P.A.}, a Florida corporation ("Surviving Corporation"). Therefore, in consideration of the premises and of the mutual agreements contained in this agreement, the Constituent Corporations agree to merge on the terms and conditions stated below.

1. Tax Free Merger. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapter 607 of the Florida Business Corporation Act and Section 368 (a)(1)(A) of the Internal Revenue Code, as amended.

2. Agreement to Merge. The Constituent Corporations agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. Place of Registered Office of Surviving Corporation. The registered office of the Surviving Corporation shall be located at 1774 14th Ave, Vero Beach Indian River County, Florida 32960.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation shall be to provide medical and chiropractic services, management services in connection therof, and any lawful act or activity for which corporations may be formed under the laws of Florida.

5. Articles of Incorporation. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

6. Authorized Shares of Surviving Corporation. The present number of shares that the Disappearing Corporation is authorized to issue is 1000 shares of common stock with a \$ 1 par value per share, of which 1000 shares are now issued and outstanding and held and owned by:

Christopher Stepanek 1000 shares

The present number of shares that the Surviving Corporation is authorized to issue is 1000 shares of common stock with a \$ 1 par value per share, of which 1000 shares are now issued and outstanding and held and owned as follows:

Christopher Stepanek 1000 shares

7. First Directors. The present Directors of the Surviving Corporation shall continue as directors until their successors are duly elected or designated after the effective date of the merger.

8. Name and Residence of Agent of Corporation. Christopher Stepanek, of 1974 14th Ave, Vero Beach Indian River County, Florida 32960, is appointed as the person on whom process, tax notices and demands against Total Health Clinic Management, ^{P.A.} ~~Inc.~~, a Florida corporation, or either of the Constituent Corporations, may be served.

9. Distribution to Stockholders of the Constituent Corporations. Upon the Effective Date, the 1000 shares of \$ 1 par value common stock of the Disappearing Corporation issued and outstanding and held and owned by Christopher Stepanek, as to 1000 shares, shall, without

more, be surrendered for cancellation. The 1000 shares of stock in the Surviving Corporation presently issued and outstanding and owned by Christopher Stepanek, as to 1000 shares, shall continue as outstanding shares of Surviving Corporation's stock. Accordingly, upon the Effective Date, the total issued and outstanding shares of stock in the Surviving Corporation shall be 1000 shares and, thus, the issued and outstanding stock in the Surviving Corporation will be owned one hundred percent (100%) by Christopher Stepanek, which is the identical percentage of ownership owned by the shareholders in the Surviving Corporation and the Disappearing Corporation prior to the merger.

10. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

11. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth and prescribed under applicable law.

12. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances

and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

13. Effective Date and Filing. The Effective Date of the merger agreed upon in this Plan of Merger shall be the 23 day of June, 1999, at 2:00, notwithstanding the filing date of the Articles of Merger. The Disappearing Corporation and the Surviving Corporation shall cause their respective President or Vice President to execute and file Articles of Merger and such other documents and instruments and to take such further actions as are required to conform to and comply with the applicable laws of the respective states of the Constituent Corporations.

14. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by either one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable law of the respective states of the Constituent Corporations.

15. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporate seal to be placed below and its corporate name to be signed below by its President, who are duly authorized by their respective Board of Directors and stockholders to execute this agreement.

Executed on the 23 day of June, 1999, at Vero Beach, Florida.

Witnesses:

Judy Kopsky
Judy Kopsky

P.A.
Total Health Physical Medicine, Inc.,
a Florida Corporation

By Christopher Stepanek
Christopher Stepanek, President

(SEAL)

("Surviving Corporation")

Witnesses:

Janice Easton
Janice Easton

P.A.
Total Health Clinic Management, Inc.,
a Florida Corporation

By Christopher Stepanek
Christopher Stepanek, President

(SEAL)

("Disappearing Corporation")

STATE OF FLORIDA
COUNTY OF INDIAN RIVER:

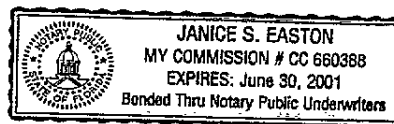
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, who is personally known to me and well known to me to be the President of Total Health Physical Medicine, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 23 day of June, 1999.

(SEAL)

Janice Easton

Notary Public.
State of Florida
My commission expires:



STATE OF FLORIDA
COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Christopher Stepanek, who is personally known to me and well known to me to be the President of Total Health Clinic Management, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 23 day of June, 1999.


Notary Public.
State of Florida
My commission expires:

(SEAL)

