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NO.217 P.1/4 P.01

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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

*Article 4: Name change to A+ Quality Rehab Center, Inc*  
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**A+ ORC, INC.**

*A+ Quality Rehab Center, Inc*

Certificate of Status	1
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### ARTICLES OF MERGER

A+ QRC, INC., a Florida corporation (the "Surviving Entity") having Document No. P04000025840, and A+ QUALITY REHAB CENTER, INC., a Florida not-for-profit corporation (the "Non-surviving Entity") having Document No. N98000001480, hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Sections 607.1108 and 607.1109, Florida Statutes:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Entity and the Surviving Entity, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. As applicable, the Plan of Merger was approved by the Surviving Entity and the Non-Surviving Entity in accordance with the applicable provisions of Chapters 607 and 617, Florida Statutes.

3. The merger of the Non-surviving Entity with and into the Surviving Entity shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, and shall have the effects set forth in Section 607.11101 of the Florida Business Corporation Act.

4. Effective upon the merger of the Non-surviving Entity with and into the Surviving Entity, the name of the Surviving Entity shall be changed to A+ QUALITY REHAB CENTER, INC., and Article I of the Articles of Incorporation of the Surviving Entity shall be amended to read: "The name of this corporation is A+ QUALITY REHAB CENTER, INC."

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 8th day of March, 2004.

#### **SURVIVING ENTITY:**

A+ QRC, INC., a Florida corporation

By: Susan Lee Freeman  
Print Name: Susan Lee Freeman  
Title: President

#### **NON-SURVIVING ENTITY:**

A+ QUALITY REHAB CENTER, INC.  
a Florida not-for-profit corporation

By: Susan Lee Freeman  
Print Name: Susan Lee Freeman  
Title: President

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Exhibit "A"

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of A+ QUALITY REHAB CENTER, INC., a Florida non-profit organization (the "Non-surviving Entity"), with and into A+ QRS, INC., a Florida corporation (the "Surviving Entity").

**WITNESSETH:**

WHEREAS, the Non-surviving Entity and the Surviving Entity desire to enter into a merger agreement pursuant to which the Non-surviving Entity will merge with and into the Surviving Entity, and the Surviving Entity will be the surviving entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. **The Merger.** On the Effective Date (as defined below), the Non-surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Immediately following the Merger, the Surviving Entity shall continue as the surviving entity, and the separate existence of the Non-surviving Entity shall cease.

2. **Terms and Conditions.** The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.1103, 607.1109, and 607.11101 of the Florida Business Corporation Act.

3. **Conversion of Shares and Treatment of Membership Interests.**

(a) Any membership interest in the Non-surviving Entity outstanding immediately before the Effective Date, and any right to acquire membership interests therein, shall, by virtue of the Merger and the Non-surviving Entity being the non-surviving entity thereof, and without any action on the part of, or consideration being tendered to, the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each share of the common stock, par value \$1.00 per share, of the Surviving Entity issued and outstanding immediately before the Effective Date, and any right to acquire common stock thereof, shall, by virtue of the Merger and the Surviving Entity being the surviving entity thereof, and without any action on the part of the holder thereof, continue to exist continue to exist as one share of common stock, par value \$1.00 per share, or right to acquire stock, respectively, of the Surviving Entity.

4. **Management.** The Board of Directors of the Surviving Entity as standing immediately before the Effective Date shall be the Board of Directors of the Surviving Entity.

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5. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity as in effective immediately before the Effective Dated shall be the Articles of Incorporation of the Surviving Entity, except that on the Effective Date, and by virtue of the Merger, Article I of said Articles of Incorporation shall be amended to read as follows: "The name of the corporation is A+ QUALITY REHAB CENTER, INC."

6. Compliance Agreement. The Non-surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

7. Section Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

8. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of March \_\_, 2004.

**SURVIVING ENTITY:**

A+ QRC, INC., a Florida  
corporation

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**NON-SURVIVING ENTITY:**

A+ QUALITY REHAB CENTER, INC.,  
a Florida not-for-profit corporation

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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