

300480

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(847) 803-7384

April 12, 2000

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

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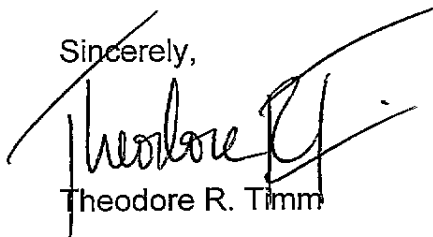
Re: Merger of DoALL Louisville Company with and into DoALL Florida Company

Dear Sir or Madam:

I am enclosing two originals of the Articles of Merger for the above-referenced corporations along with DoALL's check in the amount of \$70.00 for filing fees. Please file this form and return a filed copy to the undersigned.

Thank you for your cooperation regarding this matter. If there are any problems with this filing, please contact me at the above number.

Sincerely,

  
Theodore R. Timm

Enclosures

cc: DoALL Florida Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 17 PM 2:03

*Merger*

V. SHEPARD APR 28 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

DOALL LOUISVILLE COMPANY, a Kentucky corporation not qualified in Florida

INTO

**DOALL FLORIDA COMPANY**, a Florida entity, 300480.

File date: April 17, 2000

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 17 PM 2:03

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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>DoALL Florida Company</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>DoALL Louisville Company</u>	<u>Kentucky</u>
<u>DoALL Florida Company</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 04 / 30 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 4/10/00

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 4/10/00

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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

DoALL Florida Company

Theodore K.  
Theodore K.

Theodore R. Timm, Secretary

DoALL Louisville Company

Theodore C

Theodore R. Timm, Secretary

DoALL Florida Company

David Wall

David Wall, Treasurer

DoALL Louisville Company

*David Wells*

David Wall, Treasurer

\_\_\_\_\_

[illegible]

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— *Journal of the American Medical Association*, 1997

1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 2679, 26

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Figure 1 is a line graph showing the percentage of total sample for each age group (18-24, 25-34, 35-44, 45-54, 55-64, 65+) across four categories: Total, Female, Male, and Unknown. The x-axis represents the percentage of total sample, ranging from 0 to 100. The y-axis represents the percentage of total sample for each age group. The 'Total' line is a straight diagonal line from (0,0) to (100,100). The 'Female' line starts at (0,0) and ends at (100,100) with a slight curve. The 'Male' line starts at (0,0) and ends at (100,100) with a slight curve. The 'Unknown' line starts at (0,0) and ends at (100,100) with a slight curve.

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

DoALL Florida Company

Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

DoALL Florida Company

Florida

DoALL Louisville Company

Kentucky

**Third:** The terms and conditions of the merger are as follows:

As set forth in the attached Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As set forth in the attached Plan of Merger.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## PLAN OF MERGER

This PLAN OF MERGER dated as of April 10, 2000, is made pursuant to the Kentucky Acts (the "Kentucky Act") and the Florida Business Corporation Act (the "Florida Act") by and between DoALL Florida Company, a Florida corporation ("Florida", sometimes the "Surviving Corporation") and DoALL Louisville Company, a Kentucky corporation ("Louisville", sometimes the "Merged Corporation"). Florida and Louisville are sometimes individually referred to as a "Constituent Corporation" and collectively as "Constituent Corporations".

### RECITALS

1. The respective Boards of Directors and all of the Shareholders of the Constituent Corporations deem it advisable to merge Louisville with and into Florida and Florida shall be the surviving corporation (the "Merger").
2. The registered agent of Louisville in the state of Kentucky is Daryl J. St. Pierre, 3309 Gilmore Ind. Blvd., Louisville, Kentucky 40213 and the registered agent of Florida in Florida is Janette Burke, 1651 Robert J. Conlan Blvd. NE, Palm Bay, Florida, 32905.
3. Louisville is authorized to issue 500 shares of Common Stock, \$20.00 par value of which 160 are issued and outstanding and 338 of which are held as Treasury Stock. Each share of Common Stock which is issued and outstanding is entitled to one vote on all matters submitted to the stockholders for a vote. The Common Stock is the only class of capital stock Louisville is authorized to issue, and thus the only class of capital stock of Louisville which could have any rights to ratify or approve this Agreement or the Merger, and there are no options, warrants or other rights to acquire any shares of Common Stock of Louisville and no commitments or rights of Louisville to issue any Common Stock or authorize or issue any shares of any other class or series of capital stock.
4. Florida is authorized to issue 100 shares of Common Stock, \$50.00 par value of which 32 are issued and outstanding and 68 of which are held as Treasury Stock. Each share of Common Stock which is issued and outstanding is entitled to one vote on all matters submitted to the stockholders for a vote. The Common Stock is the only class of capital stock Florida is authorized to issue, and thus the only class of capital stock of Florida which could have any rights to ratify or approve this Agreement or the Merger, and there are no options, warrants or other rights to acquire any shares of Common Stock of Florida and no commitments or rights of Florida to issue any Common Stock or authorize or issue any shares of any other class or series of capital stock.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual agreements and provisions hereinafter contained, do hereby prescribe and agree to the terms and conditions of the Merger and mode of carrying the same into effect as follows:

### ARTICLE 1

At the Effective Time of the Merger (as defined in Article 6):

- 1.1 In accordance with the applicable provisions of the Kentucky Act and the

Florida Act, Louisville shall be merged with and into Florida, which shall be the Surviving Corporation;

1.2 The Surviving Corporation shall continue to be governed by the laws of the State of Florida and shall continue to bear the name DoALL Florida Company;

1.3 The separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall have all the rights, privileges, immunities and powers and be subject to all the duties and liabilities of a corporation organized under the Florida Act;

1.4 The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, powers, and franchises as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due each of the Constituent Corporations, shall be taken and deemed transferred to and vested in or shall continue to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; and

1.5 The Surviving Corporation shall assume and thenceforth be responsible and liable for all the liabilities, obligations and penalties, including liability to dissenting stockholders, of each of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place; and any judgment rendered against either of the Constituent Corporations may be enforced against the Surviving Corporation. Neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by the Merger.

## ARTICLE 2

At the Effective Time of the Merger:

2.1 The Articles of Incorporation of Florida as existing and constituted immediately prior to the Effective Time of the Merger shall continue to be and constitute the Articles of Incorporation of the Surviving Corporation until altered or amended as provided by law;

2.2 The By-Laws of Florida as existing and constituted immediately prior to the Effective Time of the Merger shall continue to be and constitute the By-Laws of the Surviving Corporation until altered or amended as provided by law;

2.3 The Directors of Florida immediately prior to the Effective Time of the Merger shall be the Directors of the Surviving Corporation and shall hold office until their successors have been duly elected and qualified; and

2.4 The Officers of Kentucky immediately prior to the Effective Time of the Merger shall be the Officers of the Surviving Corporation and shall hold office until their successors



have been duly elected and qualified.

### ARTICLE 3

The mode of carrying the Merger into effect and the manner and the basis of converting shares of the Constituent Corporations are as follows:

3.1 At the Effective Time of the Merger, each issued and outstanding share of Common Stock of the Merged Corporation shall ipso facto, automatically and without any action on the part of the holder thereof, become and be converted into four tenths of one fully paid and non-assessable full share of Common Stock of the Surviving Corporation, and each share of Common Stock held by the Merged Corporation as Treasury Stock shall be cancelled and retired.

3.2 No fractional shares of the Common Stock of the Surviving Corporation shall be issued pursuant to Section 3.1.

3.3 After the Effective Time of the Merger, and upon surrender by a holder of record of all of such holder's certificates for shares of Common Stock of the Merged Corporation to the Surviving Corporation, the Surviving Corporation shall issue to such holder the number of full shares of Common Stock of the Surviving Corporation required under this Agreement. All such issuances of certificates representing shares of the Common Stock of the Surviving Corporation shall be without charge to the holders of record of certificates being surrendered, but the Surviving Corporation shall not be required to issue any certificates for shares of the Surviving Corporation's Common Stock except in the name of the registered holder or holders of the shares of Common Stock of the Merged Corporation which have been surrendered. All certificates for shares of the Merged Corporation which are surrendered shall forthwith be cancelled. Notwithstanding the procedures set forth herein for the surrender of certificates for shares in the Merged Corporation and the issuance of certificates for shares in the Surviving Corporation, from and after the Effective Time of the Merger the shareholders of the Merged Corporation shall cease to have any rights as such except the rights provided by law and this Agreement, and shall have all rights as shareholders of the Surviving Corporation to the extent of the shares to which they are entitled under this Agreement, whether or not such surrenders or issuances of certificates have occurred.

3.4 Notwithstanding anything in this Agreement to the contrary, shares of Common Stock of the Merged Corporation outstanding immediately prior to the Effective Time of the Merger held by a holder (if any) who is entitled to demand, and who properly demands, appraisal for such shares shall not be converted into the right to receive shares of Common Stock of the Surviving Corporation unless such holder fails to perfect or otherwise loses such holder's appraisal rights. If after the Effective Time of the Merger, such holder fails to perfect or loses any such appraisal rights, such shares shall be treated as if they had been converted as of the Effective Time of the Merger into the right to receive Common Stock of the Surviving Corporation pursuant to Section 3.1.

3.5 At the Effective Time of the Merger, the paid-in capital of the Surviving Corporation shall be equal to the sum of the paid-in capital of Florida and Louisville prior thereto. Surplus of the Constituent Corporations which was available for the payment of dividends or other

distributions to shareholders immediately prior to the Effective Time of the Merger shall continue to be so available to the Surviving Corporation.

#### ARTICLE 4

The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and accomplishing the Merger herein provided for, and if the Surviving Corporation intends to continue to transact business in any state in which the Merged Corporation transacted business but the Surviving Corporation did not, the Surviving Corporation shall comply with all applicable provisions of law relating thereto and shall file any required appointments of an attorney or agent to accept service of process in any action, suit or proceeding for the enforcement of any obligation of the Merging Corporation for which the Surviving Corporation is liable by virtue of the Merger.

#### ARTICLE 5

The respective obligations of each party to effect the Merger shall be subject to the fulfillment of the following conditions at or prior to the time this Agreement or a Certificate of Merger or Articles of Merger, as applicable, are filed under the Kentucky Act and the Florida Act:

5.1 This Agreement and the Merger shall have been approved and adopted by the requisite vote of the shareholders of each Constituent Corporation;

5.2 Any required approvals shall have been obtained;

5.3 No litigation shall be pending or threatened against either Constituent Corporation or their Directors or Officers relating to the Merger.

#### ARTICLE 6

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merged Corporation, the proper Officers and Directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

#### ARTICLE 7

7.1 Consummation of the Merger shall be effected by the filing of this Agreement or Articles of Merger or a Certificate of Merger, all as may be required by the Florida Act and the Kentucky Act, with the Secretary of State of Florida and/or Kentucky after satisfaction of the requirements of the law under the Florida Act and the Kentucky Act prerequisite to such filing. The Effective Time of the Merger shall be April 30, 2000.

7.2 The Constituent Corporations, by authorization of their Boards of Directors, may, by mutual agreement between them, amend this Agreement at any time and from time to time

prior to the Effective Time of the Merger; provided that an amendment shall not, without approval of such amendment by the shareholders of each Constituent Corporation: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of Common Stock of the Merged Corporation; (b) alter or change any term of the Articles of Incorporation of the Surviving Corporation, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any Common Stock of such Constituent Corporation.

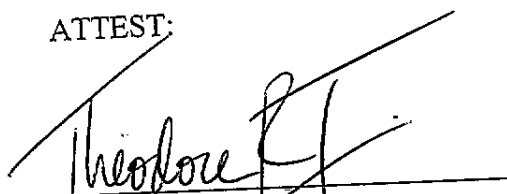
7.3 Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated by either of the Constituent Corporations by appropriate resolutions of its Boards of Directors at any time prior to the Effective Time of the Merger, notwithstanding approval of this Agreement by the shareholders of either or both of the Constituent Corporations.

7.4 This Agreement may be executed in multiple counterparts, each of which shall be deemed to be and shall constitute an original thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first set forth above.

DoALL FLORIDA COMPANY

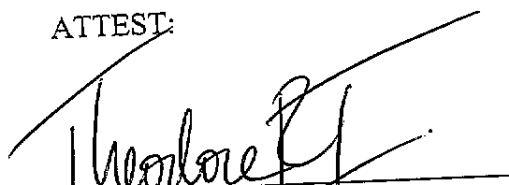
ATTEST:

  
Theodore R. Timm, Secretary

By:   
David Wall, Treasurer

DoALL LOUISVILLE COMPANY

ATTEST:

  
Theodore R. Timm, Secretary

By:   
David Wall, Treasurer