

# 479376

**Protective Life Corporation**

Post Office Box 2606  
Birmingham, Alabama 35202  
205-879-9230

**Dolores Grissom**

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**Protective** 

May 24, 2000

Florida Secretary of State  
Division of Corporations Certification Merger Section  
409 East Gaines Street  
Tallahassee, Florida 32399

000003266620  
-05/25/00-01057-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
00 MAY 25 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Merger of Parliament Management Corporation, a Texas corporation  
("Parliament") with and into Parliament's parent, National Health Care  
Systems of Florida, Inc., a Florida corporation ("NHCS"), the survivor.

Dear Sir or Madam:

Enclosed for filing pursuant to FLA. STAT. §§ 607.1104-1105 are the Articles of  
Merger of Parliament and NHCS (the "Articles"). Also enclosed are (1) the  
Acknowledgment and Waiver of NHCH, (2) a check in the amount of \$70.00 payable to  
the Secretary of State for the State of Florida, representing required filing fees, and (3)  
a copy of the Articles along with a pre-addressed Federal Express Envelope.

Upon filing of the Articles, please return the copy of the Articles marked filed to  
me in the enclosed envelope.

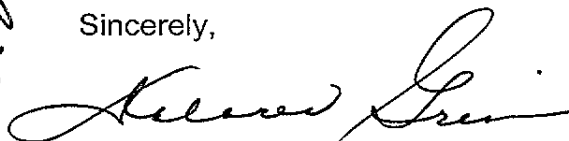
The effective time of the Merger will be 11:59 p.m. on June 1, 2000, or such later  
time as the last act necessary to effect the merger shall occur.

Thank you very much.

EFFECTIVE DATE  
6-1-00

*Merger  
6-8-00  
DGT*

Sincerely,



Dolores Grissom

Enclosures

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PARLIAMENT MANAGEMENT CORPORATION, a non-qualified Texas  
corporation

INTO

NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC., a Florida entity,  
479376.

File date: May 25, 2000 , effective June 1, 2000

Corporate Specialist: Doug Spitler

**FILED**

**ARTICLES OF MERGER  
OF  
NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC.  
AND  
PARLIAMENT MANAGEMENT CORPORATION**

00 MAY 25 PM 1:08

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to FLA. STAT. § 607.1105 and TEX. BUS. CORP. ACT ANN. art. 5.16 (B), National Health Care Systems of Florida, Inc., a Florida corporation ("NHCS"), and Parliament Management Corporation, a Texas corporation ("Parliament"), hereby execute the following Articles of Merger.

**ARTICLE I** **EFFECTIVE DATE**  
6-1-00

NHCS is the parent and sole shareholder of Parliament. At all times pertinent herein NHCS was the owner of 100% of the issued and outstanding shares of stock of Parliament, such issued and outstanding shares consisting of 555,555 shares of common stock not divided into classes, series, or groups.

At the Effective Time (defined below), Parliament will be merged into NHCS (the "Merger"), and NHCS will be the corporation to survive the Merger.

Pursuant to FLA. STAT. § 607.1105, the plan of merger of NHCS and Parliament (the "Plan") is attached hereto as Exhibit 1 and incorporated herein by reference.

**ARTICLE II**

Attached as Exhibit 2 and incorporated herein by reference is the resolution of the Board of Directors of NHCS adopting the Plan. Such resolution is effective on the 1<sup>st</sup> day of June, 2000, in accordance with the laws of the State of Florida, the Articles of Incorporation of NHCS, and the Bylaws of NHCS.

Attached as Exhibit 3 and incorporated herein by reference is the resolution of the Board of Directors of Parliament adopting the Plan. Such resolution was duly adopted on the 17<sup>th</sup> day of May, 2000, in accordance with the laws of the State of Texas, the Articles of Incorporation of Parliament, and the Bylaws of Parliament.

Pursuant to FLA. STAT. § 607.1104 (1)(a) and TEX. BUS. CORP. ACT ANN. art. 5.16 (A) (a), approval by the sole shareholder of each of NHCS and Parliament is not required.

**ARTICLE III**

No amendments to the Articles of Incorporation of NHCS are desired to be or will be effected by the Merger. No new corporation, either domestic or foreign, will be created as a result of the Merger.

**ARTICLE IV**

The Plan and performance of its terms are duly authorized by all action required by the law of the State of Florida, the state of domicile of NHCS, and the law of the

State of Texas, the state of domicile of Parliament, and by the respective Articles of Incorporation and Bylaws of each of NHCS and Parliament.

#### ARTICLE V

The address of the principal place of business of NHCS in Florida is 8130 Baymeadows Way West, Jacksonville, Florida, 32256.

#### ARTICLE VI

These Articles of Merger shall become effective at 11:59 p.m. on the 1<sup>st</sup> day of June, 2000 (the "Effective Time") or such later time as the last act necessary to effect the Merger shall occur.

Dated this 17<sup>th</sup> day of May, 2000.

"NHCS"

NATIONAL HEALTH CARE SYSTEMS  
OF FLORIDA, INC.

By: 

Chris T. Calos,  
President

"Parliament"

PARLIAMENT MANAGEMENT  
CORPORATION

By: 

David C. Stevens,  
Vice President

## PLAN OF MERGER

Pursuant to FLA. STAT. § 607.1104(1)(b), National Health Care Systems of Florida, Inc., a Florida corporation ("NHCS"), and Parliament Management Corporation, a Texas corporation ("PMC"), through their respective duly authorized officers, execute this Plan of Merger (the "Plan") on this the 17<sup>th</sup> day of May, 2000.

1. NHCS is the owner of all of the issued and outstanding shares of stock of Parliament, such issued and outstanding shares consisting of 555,555 shares of common stock. At the Effective Time (defined below), Parliament will be merged into NHCS (the "Merger"), and NHCS will be the sole surviving corporation of the Merger.

2. Pursuant to FLA. STAT. § 607.1104(1)(b), this Plan will be submitted to the Board of Directors of each of NHCS and Parliament for adoption.

3. Pursuant to each of FLA. STAT. § 607.1104 (1)(a) and TEX. BUS. CORP. ACT ANN. art. 5.16(A), approval by the sole shareholder of each of NHCS and Parliament is not required.

4. The address of the principal place of business of NHCS in Florida is 8130 Baymeadows Way West, Jacksonville, Florida, 32256.

5. Attached hereto as Exhibit 1 is an acknowledgment and waiver (the "Waiver") of NHCS by which NHCS acknowledges its receipt of a copy of this Plan and waives its right to receive a mailed copy or summary of the Plan. Pursuant to FLA. STAT. § 607.1104 (2-3), such Waiver permits NHCS to deliver articles of merger for filing to the Department of State of the State of Florida at any time subsequent to the adoption of this Plan by each of the Board of Directors of NHCS and Parliament. Upon such adoption, NHCS will file the original Articles of Merger and one copy thereof with each of the Secretary of State of the State of Texas and the Secretary of State of the State of Florida.

6. The effective time (the "Effective Time") of the Merger will be 11:59 p.m. on the 1<sup>st</sup> day of June, 2000, or such later time as the last act necessary to effect the merger shall occur.

7. Pursuant to FLA. STAT. § 607.1104(1)(b)(4), any shareholder of the subsidiary who wishes to dissent from the merger under FLA. STAT. § 607.1320 shall be paid the fair value of his shares.

8. At the Effective Time, all of the shares of stock of Parliament which are then issued and outstanding will automatically be canceled, and all of the shares of stock of NHCS issued and outstanding at the Effective Time will in no way be changed, converted or affected by the Merger.

9. At the Effective Time, NHCS will, without further act or deed, thereupon and thereafter own, possess, succeed to, and be vested with all franchises, both of

public and private nature, as well as all the rights, privileges, powers, and immunities of Parliament. All rights, property, and assets of every kind and character belonging to Parliament will be deemed to be transferred to and vested in NHCS without any further act or deed whatsoever. Commencing at the Effective Time, NHCS will be subject to and liable for all the liabilities and obligations of Parliament; and any claim existing, or action or proceeding pending, by or against either Parliament or NHCS may be prosecuted to judgment as if the Merger had not taken place or NHCS may be substituted in Parliament's place. Neither the rights of creditors nor any liens upon the property of either NHCS or Parliament will be impaired by such Merger.

10. At the Effective Time, the separate corporate existence of Parliament will cease. Thereafter, NHCS and Parliament will be a single corporation, which corporation will be NHCS. The corporate existence of NHCS will continue unaffected and unimpaired with all of its rights, powers, duties, purposes, franchises, and licenses as exist at the Effective Time.

11. The Merger will effect no change in the Articles of Incorporation or the Bylaws of NHCS. The officers and directors of NHCS from and after the Effective Time will be the officers and directors of NHCS until their successors have been elected and qualified.

12. No director, officer, agent or employee of either NHCS or Parliament will receive any fee, commission, compensation or other valuable consideration whatsoever for in any manner aiding, promoting, or assisting in the adoption or approval of this Plan.

"NHCS"

National Health Care Systems  
of Florida, Inc.

By: 

Chris T. Calos, President

"Parliament"

Parliament Management Corporation

By: 

David C. Stevens, Vice President

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC.**

The undersigned, constituting all of the members of the Board of Directors of National Health Care Systems of Florida, Inc., a Florida corporation (the "Corporation"), do hereby authorize and approve the corporate action set forth below as if unanimously adopted by resolution at a special meeting of the Board of Directors of the Corporation, duly called and held on the date set forth below:


**WHEREAS**, The Corporation desires to merge (the "Merger") with its wholly owned subsidiary, Parliament Management Corporation, a Texas corporation ("Parliament");

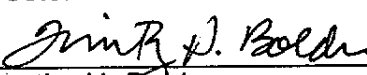
**RESOLVED**, That the Plan of Merger (the "Plan") attached hereto as Exhibit 1 is hereby adopted and approved.

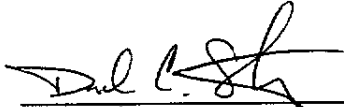
**RESOLVED FURTHER**, That the members of the Board of Directors of the Corporation desire to state that they would recommend the approval of the Plan by the sole shareholder of the Corporation if such approval were required; however, pursuant to FLA. STAT. § 607.1104 (1) (a) and TEX. BUS. CORP. ACT ANN. art. 5.16, approval by the sole shareholder of the Corporation is not required.

**RESOLVED FURTHER**, That should circumstances make any revision of the Plan or of any of the other documents required to effectuate the Merger necessary or desirable, the President of the Corporation is authorized to make any such revision on behalf of the Corporation and to take such other and further action as he deems necessary and proper to effectuate the Merger.

**IN WITNESS WHEREOF**, this Unanimous Written Consent, in accordance with the Bylaws of the Corporation is executed by the undersigned members of the Board of Directors as of this 17th day of May, 2000, and is to be placed with the minutes of proceedings of the Corporation and the above resolutions are to be as fully effective as if enacted at a special meeting of the Board of Directors duly called and held.

  
\_\_\_\_\_  
Chris F. Calos,  
Director

  
\_\_\_\_\_  
Timothy H. Bolden,  
Director

  
\_\_\_\_\_  
David C. Stevens,  
Director

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
PARLIAMENT MANAGEMENT CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of Parliament Management Corporation, a Texas corporation (the "Corporation"), do hereby authorize and approve the corporate action set forth below as if unanimously adopted by resolution at a special meeting of the Board of Directors of the Corporation, duly called and held on the date set forth below:

**WHEREAS**, One hundred percent (100%) of the shares of stock of the Corporation is owned by National Health Care Systems of Florida, Inc., a Florida corporation ("NHCS"); and

**WHEREAS**, The Corporation desires to merge (the "Merger") with and into its parent, NHCS;

**RESOLVED**, That the Plan of Merger (the "Plan") attached hereto as Exhibit 1 is hereby adopted and approved.

**RESOLVED FURTHER**, That should circumstances make any revision of the Plan or any of the other documents required to effectuate the Merger necessary or desirable, the Vice President of the Corporation is authorized to make any such revision on behalf of the Corporation and to take such other action as he deems necessary and appropriate to effectuate the Merger.

**IN WITNESS WHEREOF**, this Unanimous Written Consent, in accordance with the Bylaws of the Corporation, is executed by the undersigned members of the Board of Directors as of this 17<sup>th</sup> day of May 2000, and is to be placed with the minutes of proceedings of the Corporation, and the above resolutions are to be as fully effective as if enacted at a special meeting of the Board of Directors duly called and held.

  
\_\_\_\_\_  
Chris T. Calos, Director

  
\_\_\_\_\_  
David C. Stevens, Director




**ACKNOWLEDGMENT AND WAIVER  
BY NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC.  
FLA. STAT. § 1104 (2-3)**

By its duly authorized officer whose signature appears below, National Health Care Systems of Florida, Inc., in its capacity as Sole Shareholder of Parliament Management Corporation, hereby acknowledges its receipt of the Plan of Merger (the "Plan") of National Health Care Systems of Florida, Inc., and Parliament Management Corporation attached hereto as Exhibit 1 and pursuant to FLA. STAT. § 607.1104(1)(b)(3), hereby waives its right to receive a mailed copy or summary of the Plan and waives further its right to a thirty (30) day waiting period for delivery of Articles of Merger to the Department of State of the State of Florida.

**NATIONAL HEALTH CARE SYSTEMS OF  
FLORIDA, INC.**, the Sole Shareholder of  
Parliament Management Corporation

By: \_\_\_\_\_

  
Chris T. Calos, President

## PLAN OF MERGER

Pursuant to FLA. STAT. § 607.1104(1)(b), National Health Care Systems of Florida, Inc., a Florida corporation ("NHCS"), and Parliament Management Corporation, a Texas corporation ("PMC"), through their respective duly authorized officers, execute this Plan of Merger (the "Plan") on this the 17 day of May, 2000.

1. NHCS is the owner of all of the issued and outstanding shares of stock of Parliament, such issued and outstanding shares consisting of 555,555 shares of common stock. At the Effective Time (defined below), Parliament will be merged into NHCS (the "Merger"), and NHCS will be the sole surviving corporation of the Merger.

2. Pursuant to FLA. STAT. § 607.1104(1)(b), this Plan will be submitted to the Board of Directors of each of NHCS and Parliament for adoption.

3. Pursuant to each of FLA. STAT. § 607.1104 (1)(a) and TEX. BUS. CORP. ACT ANN. art. 5.16(A), approval by the sole shareholder of each of NHCS and Parliament is not required.

4. The address of the principal place of business of NHCS in Florida is 8130 Baymeadows Way West, Jacksonville, Florida, 32256.

5. Attached hereto as Exhibit 1 is an acknowledgment and waiver (the "Waiver") of NHCS by which NHCS acknowledges its receipt of a copy of this Plan and waives its right to receive a mailed copy or summary of the Plan. Pursuant to FLA. STAT. § 607.1104 (2-3), such Waiver permits NHCS to deliver articles of merger for filing to the Department of State of the State of Florida at any time subsequent to the adoption of this Plan by each of the Board of Directors of NHCS and Parliament. Upon such adoption, NHCS will file the original Articles of Merger and one copy thereof with each of the Secretary of State of the State of Texas and the Secretary of State of the State of Florida.

6. The effective time (the "Effective Time") of the Merger will be 11:59 p.m. on the 1<sup>st</sup> day of June, 2000, or such later time as the last act necessary to effect the merger shall occur.

7. Pursuant to FLA. STAT. § 607.1104(1)(b)(4), any shareholder of the subsidiary who wishes to dissent from the merger under FLA. STAT. § 607.1320 shall be paid the fair value of his shares.

8. At the Effective Time, all of the shares of stock of Parliament which are then issued and outstanding will automatically be canceled, and all of the shares of stock of NHCS issued and outstanding at the Effective Time will in no way be changed, converted or affected by the Merger.

9. At the Effective Time, NHCS will, without further act or deed, thereupon and thereafter own, possess, succeed to, and be vested with all franchises, both of

public and private nature, as well as all the rights, privileges, powers, and immunities of Parliament. All rights, property, and assets of every kind and character belonging to Parliament will be deemed to be transferred to and vested in NHCS without any further act or deed whatsoever. Commencing at the Effective Time, NHCS will be subject to and liable for all the liabilities and obligations of Parliament; and any claim existing, or action or proceeding pending, by or against either Parliament or NHCS may be prosecuted to judgment as if the Merger had not taken place or NHCS may be substituted in Parliament's place. Neither the rights of creditors nor any liens upon the property of either NHCS or Parliament will be impaired by such Merger.

10. At the Effective Time, the separate corporate existence of Parliament will cease. Thereafter, NHCS and Parliament will be a single corporation, which corporation will be NHCS. The corporate existence of NHCS will continue unaffected and unimpaired with all of its rights, powers, duties, purposes, franchises, and licenses as exist at the Effective Time.

11. The Merger will effect no change in the Articles of Incorporation or the Bylaws of NHCS. The officers and directors of NHCS from and after the Effective Time will be the officers and directors of NHCS until their successors have been elected and qualified.

12. No director, officer, agent or employee of either NHCS or Parliament will receive any fee, commission, compensation or other valuable consideration whatsoever for in any manner aiding, promoting, or assisting in the adoption or approval of this Plan.

"NHCS"

National Health Care Systems  
of Florida, Inc.

By: 

Chris T. Calos, President

"Parliament"

Parliament Management Corporation

By: 

David C. Stevens, Vice President