

**HOWARD E. KURZWEIL, P.A.**

SECOND FLOOR

328 MINORCA AVENUE

CORAL GABLES, FLORIDA 33134

HOWARD E. KURZWEIL

TELEPHONE (305) 442-7085  
FAX (305) 461-2316

702018

December 26, 1996

**VIA FEDERAL EXPRESS**

Secretary of State  
409 E. Gains Street  
Tallahassee, Florida 32301

800002040368--1  
-12/30/96--01002--001  
\*\*\*\*210.00 \*\*\*\*210.00

**Re: Amended and Restated Articles of Incorporation of  
Visiting Nurse Home Healthcare, Inc.;  
Articles of Merger**

Dear Sir or Madam:

Enclosed herewith please find the following documents, which  
need to be filed in the order shown (with filing fees indicated):

1. Amended and Restated Articles of Incorporation of  
Visiting Nurse Home Healthcare, Inc. (\$35.00 -filing fee,  
\$52.50 -Certified Copy); and
2. Articles of Merger (\$70.00 -\$35.00 filing fee for each  
corporation, \$52.50 -Certified Copy).

We have enclosed our firms check in the amount of \$210.00  
representing the filing fees of both documents as well as certified  
copies of the documents, as filed.

Please return the filed documents as soon as possible.

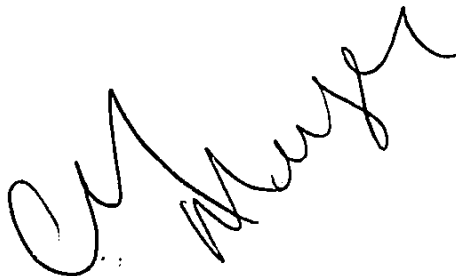
Very truly yours,



Howard E. Kurzweil, Esq.

HEK/ld  
pc: Gus Fuentes, Jr.

C:\OFFICE\WPWIN\WPDOS\CORPOR\VNASECST.LTR



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 27 AM 10:17

APPROVED  
AND  
FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

January 13, 1997

**HOWARD E. KURZWEIL, P.A.**  
**328 MINORCA AVENUE**  
**CORAL GABLES, FL 33134**

**SUBJECT: VISITING NURSE ASSOCIATION OF DADE COUNTY, FLORIDA, INC.**  
**Ref. Number: 702018**

We have received your document for VISITING NURSE ASSOCIATION OF DADE COUNTY, FLORIDA, 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):

Articles of Merger for a non profit corporation are filed pursuant to section 617.1105, Florida Statutes. Enclosed is a copy of chapter 617, Florida Statutes. Please refer to section 617.1101 through 617.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

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 (904) 487-6916.

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 897A00001643**

**ARTICLES OF MERGER**  
**Merger Sheet**

-----  
**MERGING:**

**VISITING NURSE HOME HEALTH CARE, INC., a Florida corporation, document  
#N05233.**

**INTO**

**VISITING NURSE ASSOCIATION OF DADE COUNTY, FLORIDA, INC., a  
Florida corporation, 702018**

**File date: December 27, 1996**

**Corporate Specialist: Carol Mustain**

## ARTICLES OF MERGER

The Plan of Merger described below has been adopted by the Board of Directors of both corporations, and in accordance with said Plan of Merger, the following Articles of Merger are hereby delivered to the Department of State for filing purposes, which Articles of Merger have been executed by each corporation as required by Florida Statutes § 617.1105. The Articles of Merger are as follows:

1. The Plan of Merger is attached hereto as "Exhibit A".
2. The effective date of the merger shall be that date upon which the Articles of Merger shall be filed with the Department of State of the State of Florida.
3. Inasmuch as both corporations are non-stock, non-membership corporations, shareholder approval is not required; however, the Board of Directors of both corporations have approved the Plan of Merger, unanimously which is sufficient for approval.
4. The Plan of Merger was adopted by the Board of Directors of both corporations at meetings held on November 20, 1996. Each Board of Directors has 10 members.

Merged Corporation:

Visiting Nurse Home Health Care, Inc.

By: 

Gus Fuentes, Jr., President

Surviving Corporation:

Visiting Nurse Association of Dade County, Florida, Inc.

By: 

Gus Fuentes, Jr., President

The foregoing instrument was acknowledged before me this 23 day of DECEMBER, 1996, by Gus Fuentes, Jr., President, of Visiting Nurse Home Health Care, Inc. and Visiting Nurse Association of Dade County, Florida, Inc. who personally appeared before me at the time of notarization, and who is personally known to me, or who produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

Sign 

State of Florida at Large

C:\OFFICE\WPWIN\WPD\DOCS\CORPOR\VNAARTIC.MER

(Seal)



ROBERT O. VEGA  
COMMISSION # CG 480412  
EXPIRES OCT 15, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**"EXHIBIT A"**

**PLAN OF MERGER**

Pursuant to the provisions of Florida Statutes Section 607.1101, the following shall serve as a Plan of Merger:

1. Parties to Merger: Visiting Nurse Home Health Care, Inc. ("Merged" corporation); and  
Visiting Nurse Association of Dade County, Florida, Inc. ("Surviving" corporation)
2. Both corporations are not for profit corporations, established under the laws of the State of Florida, both corporations are non-stock corporations governed by its respective Board of Directors. The Board of Directors of both corporations are identical.
3. Upon filing of the Articles of Merger, all of the assets of Visiting Nurse Home Health Care, Inc. shall be transferred to Visiting Nurse Association of Dade County, Florida, Inc., and all of its liabilities and obligations shall be assumed by Visiting Nurse Association of Dade County, Florida, Inc.
4. The effective date of the Merger shall be the date upon which the Articles of Merger have been filed with the Secretary of State for the State of Florida, at which time the Merged Corporation shall be merged into the Surviving corporation and the Merged corporation shall no longer exist.