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DETROIT, MICHIGAN
LANSING, MICHIGAN

August 25, 1997

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Epilepsy Association of the Palm Beaches, Inc./Epilepsy Services of Southeast Florida, Inc.

Dear Madam/Sir:

Enclosed please find the executed Articles of Merger and Plan of Merger regarding the above-referenced corporations and one copy of the documents, together with a check in the amount of \$122.50 in payment of the following:

Filing Fee for Articles of Merger	\$70.00
Certified Copy of Articles of Merger	<u>\$52.50</u>
TOTAL	<u>\$122.50</u>

Note that the effective date of the Articles of Merger is September 1, 1997. Should you incur any problems in filing the enclosures, please call me.

I would appreciate your forwarding the certified copy of the Articles of Merger to me in the prepaid Federal Express envelope enclosed.

Thank you.

Very truly yours,

Cathy M. Scott
Cathy M. Scott
Legal Assistant to
Steven R. Parson, P.A.

CMS/md
ENCLOSURES

cc: Ms. Alexa W. Radd (w/enc.)
Steven R. Parson, P.A.
Paul M. Naponick, Esq.

WPB/104270.1

APPROVED
AND
FILED
51 AUG 25 PM 2:23
TALLAHASSEE, FLORIDA

723676
1068
*Cert Copy
8-26-97

ARTICLES OF MERGER
Merger Sheet

MERGING:

EPILEPSY SERVICES OF SOUTHEAST FLORIDA, INC., a Florida corporation,
document number N94000003208

INTO

EPILEPSY ASSOCIATION OF THE PALM BEACHES, INC., a Florida
corporation, 723676

File date: August 25, 1997, effective September 1, 1997

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER OF
EPILEPSY ASSOCIATION OF THE PALM BEACHES, INC. AND
EPILEPSY SERVICES OF SOUTHEAST FLORIDA, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act governing the merger of two or more domestic not for profit corporations with and into one of said corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are **EPILEPSY SERVICES OF SOUTHEAST FLORIDA, INC. ("ESSF")**, a Florida not for profit corporation, the existence of which will cease upon the effective date of the merger herein provided for and **EPILEPSY ASSOCIATION OF THE PALM BEACHES, INC. ("EAPB")**, a Florida not for profit corporation, which shall be the surviving corporation.

2. Attached hereto as Exhibit "A" and made a part hereof is the Plan of Merger for merging **ESSF** with and into **EAPB** as adopted by the Boards of Directors of each corporation.

3. The members of **EAPB** were not and are not entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of **EAPB** on August 21, 1997. At the time of the adoption of the Plan of Merger, there were eighteen (18) members of the Board of Directors and twelve (12) members of the Board of Directors, which constituted a majority of the Directors then in office, voted in favor of the adoption of the Plan of Merger.

4. There are no members of **ESSF**. The Plan of Merger was adopted by the Board of Directors of **ESSF** on August 21, 1997. At the time of the adoption of the Plan of Merger, there were twelve (12) members of the Board of Directors and nine (9) members of the Board of Directors, which constituted a majority of the Directors then in office, voted in favor of the adoption of the Plan of Merger.

91 AUG 25 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

5. The merger of **ESSF** with and into **EAPB** shall be effective September 1, 1997 (the "Effective Date").

EPILEPSY ASSOCIATION OF THE PALM BEACHES, INC., a Florida not for profit corporation

By: 
Thomas D. Martin, President

EPILEPSY SERVICES OF SOUTHEAST FLORIDA, INC., a Florida not for profit corporation

By: 
Thomas D. Martin, President

WPB/104268.1

EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER, dated August 21, 1997, between EPILEPSY SERVICES OF SOUTHEAST FLORIDA, INC. ("ESSF"), a Florida not for profit corporation, and EPILEPSY ASSOCIATION OF THE PALM BEACHES, INC. ("EAPB"), a Florida not for profit corporation (collectively the "Merging Corporations").

ESSF is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office located at 5730 Corporate Way, Suite 220, West Palm Beach, Florida 33407.

EAPB is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office located at 5730 Corporate Way, Suite 220, West Palm Beach, Florida 33407.

The Boards of Directors of the Merging Corporations deem it desirable and in the best interests of each corporation that ESSF be merged with and into EAPB (the "Merger") as provided herein.

In consideration of the mutual benefits to be derived from this Plan, the mutual covenants hereinafter contained, the Merging Corporations on the basis, terms and conditions contained herein and in connection herewith, agree as follows:

Section I

A. **Surviving Corporation.** In accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "Act"), ESSF shall be merged with and into EAPB. EAPB shall be and is sometimes referred to in the Plan as the "Surviving Corporation."

Section II

A. **Underlying Terms And Conditions.** The Merger shall be effective September 1, 1997 (the "Effective Date"). On the Effective Date, the separate existence of ESSF shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of ESSF, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of ESSF and neither the rights of creditors nor liens on the property of ESSF shall be impaired by the Merger.

B. Board of Directors of the Surviving Corporation. The Board of Directors of the Surviving Corporation shall be comprised of the following individuals until such time as a meeting is held to elect a new Board of Directors of the Surviving Corporation:

Steven Parson, Esq.
Honigman Miller Schwartz and Cohn
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

Neil W. Platock, Esq.
Honigman Miller Schwartz and Cohn
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401

Mr. Robert Sanders
529 S. Flagler Drive, #22E
West Palm Beach, FL 33401

Mrs. Joan Smith
1061 Morse Boulevard
Singer Island, FL 33404

Mr. Fred Storch
P.O. Box 3773
Boca Raton, FL 33427

Ms. Priscilla Taylor
Allstate Insurance
630 U.S. 1, Suite 102
North Palm Beach, FL 33408

Ronald E. Young, Esq.
7020 Half Moon Circle, #302
Hypoluxo, FL 33462

Mr. Kenneth DeBritto
Fairbanks Communications
1540 Latham Road
West Palm Beach, FL 33409

Gina Dean, D.D.S.
Lawnwood Dental Center
1900 Nebraska Avenue, Suite 6
Ft. Pierce, FL 34950

Mr. Ronald Klebba
Met Life
580 Village Boulevard
West Palm Beach, FL 33409

Mr. Jim Koepnick
The Weitz Company
560 Village Boulevard
West Palm Beach, FL 33409

Ms. Penny Lano
Fiandaca
99 Via Mizner
Palm Beach, FL 33480

Mrs. Bridget McCall
3346 3rd Street
Vero Beach, FL 32968

Paul Naponick, Esq.
648 Atlantic Road
North Palm Beach, FL 33408

Mr. Everett Palmer
Hess-Palmer
4521 P.G.A. Boulevard, Suite 333
Palm Beach Gardens, FL 33418

Mrs. Francine Berenson
6513 Via Benita
Boca Raton, FL 33433

Mrs. Barbara Storch
P.O. Box 3773
Boca Raton, FL 33427

Mr. Thomas Martin
Republic Security Bank
603 Village Boulevard
West Palm Beach, FL 33409

Mr. Robert Mooney
11473 Riverwood Place
North Palm Beach, FL 33408

Walter C. Martinez, M.D.
Palm Beach Neurological Group
5205 Greenwood Avenue, #200
West Palm Beach, FL 33407

Mrs. Melinda Robinson
11883 Lakeshore Place
North Palm Beach, FL 33408

Carol Ann Devine, A.R.N.P.
473 Woodside Drive
West Palm Beach, FL 33415

Mrs. Joyce Devine
5280 North Ocean Boulevard, Apt. 5B
Singer Island, FL 33404

Mr. Michael Alosso
5191 Kim Court
West Palm Beach, FL 33415

Dr. Bruce Berenson
6513 Via Benita
Boca Raton, FL 33433

Section III

A. **Termination.** This Plan may be terminated by the Boards of Directors of the Merging Corporations, subject to the rights of third parties under any contracts relating to the Merger, at anytime prior to the filing of the Articles of Merger by either corporation.

B. **Headings.** The headings contained in this Plan are intended solely for convenience of reference and shall be given no effect in the construction or interpretation of this Plan.

C. Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. Neither this Plan nor any other rights, interests, or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other party.

D. Complete Agreement. This Plan contains the entire understanding of the parties hereto with respect to the Merger and the related transactions and supersedes all prior arrangements or understandings with respect thereto.


E. Modifications, Amendments and Waivers. At any time prior to the Effective Date, if authorized by the respective Boards of Directors and to the extent permitted by law: (i) the parties hereto may, by written agreement, modify, amend or supplement any term or provision of this Plan; and (ii) any term or provision of this Plan may be waived by the party which is entitled to the benefits thereof. Any written instrument or agreement referred to in this section shall be validly and sufficiently authorized for the purposes of this Plan if signed on behalf of each of the Merging Corporations by a person authorized to sign this Plan.

F. Counterparts. This Plan may be executed in two or more counterparts either of which shall be considered one in the same agreement and each of which shall be deemed as original.

G. Governing Law. This Plan shall be governed by the laws of the State of Florida (regardless of the laws that might be applicable under principles of conflicts of law) as to all matters, including but not limited to matters of validity, construction, effect and performance.

IN WITNESS WHEREOF, ESSF and EAPB have caused this Plan of Merger to be executed by their duly authorized officers, respectively, and their respective seals to be affixed hereto as of the day and year first written above.

EPILEPSY SERVICES OF SOUTHEAST
FLORIDA, INC., a Florida not for profit
corporation

By: 
Thomas D. Martin, President

**EPILEPSY ASSOCIATION OF THE PALM
BEACHES, INC., a Florida not for profit
corporation**

By: 
Thomas D. Martin, President