

Document Number Only

856985

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002144910-3
-04/16/97--01053--008
*****70.00 *****70.00

CARUSCAN of America, INC.

Merger

merging into: UNICARE HOMES, INC.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of F.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name	
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4-16-97

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97 APR 16 PM 4:19
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TALLAHASSEE, FLORIDA

97 APR 16 AM 11:4
RECEIVED

856985

ARTICLES OF MERGER
Merger Sheet

MERGING:

CARUSCAN OF AMERICA, INC., a Florida corporation 409764

into

UNICARE HOMES, INC., a Delaware corporation 856985

File date: April 16, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
CARUSCAN OF AMERICA, INC.
INTO
UNICARE HOMES, INC.

FILED
97 APR 16 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Unicare Homes, Inc. is a corporation organized under the laws of the State of Delaware, owning 100 percent of the shares of Caruscan of America, Inc., (the "Subsidiary"), a corporation organized under the laws of the State of Florida.

SECOND: The plan of merger attached hereto and incorporated herein as Exhibit A was adopted as of January 1, 1997 by the board of directors of Unicare Homes, Inc. Shareholder approval is not required.

THIRD: Because there is only one shareholder of the subsidiary, there are no dissenting shareholders.

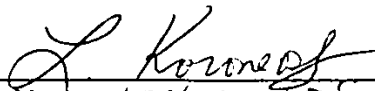
FOURTH: The plan of merger was prepared and approved by Unicare Homes, Inc., the sole shareholder, so there are no applicable mailing requirements with respect thereto.

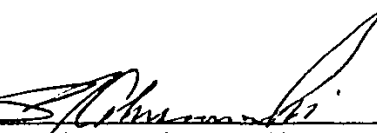
FIFTH: The effective date of the merger shall be the date on which these Articles of Merger are filed with the Florida Secretary of State and the Certificate of Ownership and Merger is filed with the Delaware Secretary of State. Notwithstanding the foregoing, the effective date of the merger for all internal accounting purposes shall be January 1, 1997.

Signed as of January 1, 1997.

CARUSCAN OF AMERICA, INC.

UNICARE HOMES, INC.

By: 
Print Name: LEN KORONCHUK
Title: VICE PRESIDENT

By: 
Robert J. Abramowski
Vice President-Finance

PLAN OF MERGER
OF
CARUSCAN OF AMERICA, INC.
INTO
UNICARE HOMES, INC.

WHEREAS, Unicare Homes, Inc. ("Parent"), a corporation organized and existing under the laws of the State of Delaware owns all of the outstanding shares of stock of Caruscan of America, Inc. ("Subsidiary"), a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of Parent deems it advisable for the general welfare and advantage of Parent and Subsidiary that Subsidiary be merged into Parent;

NOW, THEREFORE, the terms and conditions of the merger of Subsidiary into Parent ("Merger") are as follows:

ARTICLE I

MERGER; EFFECTIVE DATE

At the Effective Time of the Merger (as hereinafter defined) the separate existence of Subsidiary shall cease and Subsidiary shall be merged into Parent pursuant to Section 253 of the Delaware General Corporation Law. The Effective Time of the Merger shall be upon the time of the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State and the Articles of Merger with the Florida Secretary of State. Notwithstanding the foregoing, the effective date of the merger for all internal accounting purposes shall be January 1, 1997.

ARTICLE II

NAME; CERTIFICATE OF INCORPORATION; BYLAWS
DIRECTORS AND OFFICERS

The Merger shall not effect any change in the name, certificate of incorporation, bylaws, directors or officers of Parent.

ARTICLE III

SHARES OF PARENT AND SUBSIDIARY

1. Parent Shares. Each share of Parent issued and outstanding or in the treasury of the Parent at the Effective Time of the Merger shall continue to be one such share of the Surviving Corporation.

2. Subsidiary Shares. Each share of Subsidiary issued and outstanding or in the treasury of the Subsidiary shall be retired and cancelled at the Effective Time of the Merger, and no shares of the Parent shall be issued in exchange therefor.

ARTICLE IV

GENERAL EFFECT

The effect of the Merger shall be as provided in Section 259 of the Delaware General Corporation Law.

ARTICLE V

FEDERAL INCOME TAX EFFECT

This Plan of Merger is intended to constitute a plan of complete liquidation under Section 332 of the Internal Revenue Code of 1986.

ARTICLE VI

TERMINATION

At any time prior to the Effective Time of the merger, this Plan of Merger may be terminated by the Board of Directors of Parent. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.