

Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE****GHS Florida Holdings, Ltd.**

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**ARTICLES OF MERGER  
OF  
FOREIGN LIMITED PARTNERSHIP  
INTO  
DOMESTIC LIMITED PARTNERSHIP**

**EFFECTIVE DATE**12/31/06

The undersigned General Partner of GHS HOLDINGS LIMITED PARTNERSHIP, a Nevada limited partnership desiring to merge the limited partnership into GHS FLORIDA HOLDINGS, Ltd., a Florida limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.2106 - 620.2109 of the Florida Statutes, hereby states the following.

1. The Plan of Merger, which is attached hereto as Exhibit "A" was approved by the partners of GHS FLORIDA HOLDINGS, LTD., a Florida limited partnership and GHS HOLDINGS LIMITED PARTNERSHIP, a Nevada limited partnership on the 8<sup>th</sup> day of December, 2006.

2. The effective date of the merger shall be December 31, 2006. The surviving entity is GHS FLORIDA HOLDINGS, LTD., a Florida limited partnership whose address is 552 North Island Drive, Golden Beach, Florida 33160. The surviving entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of each domestic limited partnership that is a party to the merger.

3. The merger was approved by each constituent limited partnership's governing laws.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 8<sup>th</sup> day of December, 2006.

GHS FLORIDA HOLDINGS, LTD., a  
Florida limited partnership

By: GHS Florida Group, Inc., a  
Florida corporation, general  
partner

By: [Signature]  
GLENN SINGER, PRESIDENT

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GHS HOLDINGS LIMITED PARTNERSHIP, a  
Nevada limited partnership

By: GHS Group, Inc., a Nevada  
corporation

By:   
GLENN SINGER, PRESIDENT

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PLAN OF MERGER  
OF  
NEVADA LIMITED PARTNERSHIP  
INTO  
FLORIDA LIMITED PARTNERSHIP

The terms and conditions of the merger are:

1. GHS HOLDINGS LIMITED PARTNERSHIP, a Nevada limited partnership (the "Merging Partnership") is merging into GHS FLORIDA HOLDINGS, LTD., a Florida limited partnership, (the "Surviving Partnership").
2. Each partner of the Merging Partnership will receive an identical partnership interest in the Surviving Partnership.
3. The partnership interests of the Merging Partnership will be terminated upon effectuation of the merger.
4. After the Merging Partnership has merged into the Surviving Partnership, GHS Group, Inc., the corporate general partner of the Merging Partnership will merge into GHS Florida Group, Inc., a Florida corporation.
5. The names and business address of the general partner of the Surviving Partnership is as follows:  
  
GHS Florida Group, Inc., a Florida corporation  
552 North Island Drive  
Golden Beach, Florida 33160
6. The effective date of the Merger shall be December 31 2006.
7. The partners of the Surviving Partnership have adopted the terms and provisions of that certain Agreement of Limited Partnership and all amendments thereto to be the governing limited partnership agreement and the partners have also amended such Agreement by that certain Adoption of Agreement and Third Amendment to Agreement of Limited Partnership and such agreement is incorporated herein and made a part hereof.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned parties this 8<sup>th</sup> day of December, 2006.

MERGING PARTNERSHIP:

GHS HOLDINGS LIMITED PARTNERSHIP, a  
Nevada limited partnership

By: GHS Group, Inc., a Nevada  
corporation

By: GLENN SINGER, PRESIDENT

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**SURVIVING PARTNERSHIP:**

GHS FLORIDA HOLDINGS, LTD., a Florida  
limited partnership

By: GHS Florida Group, Inc., a Florida  
corporation

By:   
GLENN SINGER, PRESIDENT

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