

F13746

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BRUCE C. CRAWFORD  
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October 11, 1999

VIA FEDERAL EXPRESS

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
99 OCT 22 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Articles of Merger of The Parkway Nursing Home, Inc. into Roberts Home  
Health Services, Inc.

200003012432--3  
-10/12/99--01031--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Gentlemen:

Enclosed herewith please an original and one copy of the Articles of Merger of The Parkway Nursing Home, Inc. into Roberts Home Health Services, Inc. along with our check in the amount of \$43.75 which represents the filing fee of \$35.00 and \$8.75 for one (1) certified copy of said Articles of Merger.

Please forward one (1) certified copy of the Articles of Merger to me in the envelope provided. Should you have any questions, please feel free to contact me.

Sincerely,

  
GEORGE E. OWEN, JR.

200003012432--3  
-10/26/99--01015--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

GEO:ms  
Enclosures

*Merger*

*US*

V. SHEPARD OCT 27 1999

V. SHEPARD OCT 27 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE PARKWAY NURSING HOME INC., a Florida corporation, 245945

INTO

**ROBERTS HOME HEALTH SERVICES, INC.**, a Florida entity, F13746

File date: October 22, 1999

Corporate Specialist: Velma Shepard

**CRAWFORD, OWEN & HINES, P. A.**  
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BRUCE C. CRAWFORD  
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TELEPHONE 727/579-9978  
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October 20, 1999

Division of Corporations  
Attn: Thelma Sheppard  
P.O. Box 6327  
Tallahassee, FL 32314

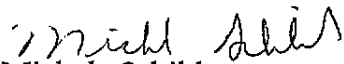
RE: Articles of Merger of The Parkway Nursing Home, Inc., a Florida  
corporation into Roberts Home Health Services, Inc., a Florida  
corporation

Dear Ms. Sheppard:

Pursuant to your instructions, enclosed herewith please find our check in the amount of  
\$35.00 for the above referenced filing.

Thank you for your assistance with this matter. Should you have any questions, please  
feel free to contact me.

Sincerely,

  
Michele Schibler  
Secretary to George E. Owen, Jr.

:ms  
Enclosure

Rec'd 10/23

ARTICLES OF MERGER  
OF  
THE PARKWAY NURSING HOME, INC., a Florida Corporation  
INTO  
ROBERTS HOME HEALTH SERVICES, INC., a Florida Corporation

FILED  
99 OCT 22 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

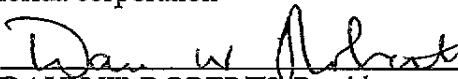
ARTICLES OF MERGER between THE PARKWAY NURSING HOME, INC., a Florida corporation ("Parkway") and ROBERTS HOME HEALTH SERVICES, INC., a Florida corporation ("Roberts").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") Parkway and Roberts adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated October 8, 1999 ("Plan of Merger"), between Parkway and Roberts was approved and adopted by the shareholders and Board of Directors of Parkway on October 11, 1999 and was adopted by the shareholders and Board of Directors of Roberts on October 11, 1999.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Parkway's stock will be acquired by means of a merger of Parkway into Roberts with Roberts the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 11<sup>th</sup> day of October, 1999.

THE PARKWAY NURSING HOME, INC.  
a Florida corporation

By:   
DAVIS W. ROBERTS, President

ROBERTS HOME HEALTH SERVICES, INC.  
a Florida corporation

By:   
OPAL L. ROBERTS, President

## PLAN OF MERGER

Merger between ROBERTS HOME HEALTH SERVICES, INC. (the "Surviving Corporation") and THE PARKWAY NURSING HOME, INC., (the "Disappearing Corporation"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock of the Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation stock.
3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant too this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the

EXHIBIT "A"

Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

"SURVIVING CORPORATION"

ROBERTS HOME HEALTH SERVICES, INC.

By: Opal L. Roberts  
OPAL L. ROBERTS, President

"DISAPPEARING CORPORATION"

THE PARKWAY NURSING HOME, INC.

By: Davis W. Roberts  
DAVIS W. ROBERTS, President