

F88662



ACCOUNT NO. : 072100000032

REFERENCE : 874671 4311859

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 874671-065

CUSTOMER NO: 4311859

CUSTOMER: Shawn Bannister, Legal Asst
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

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FILED
98 JUN 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ATLANTIC TREATMENT CENTER,
INC.

INTO

RAMSAY LOUISIANA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: CC

Merger
6-7-98
CC

RECEIVED
98 JUN 30 AM 11:22
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC TREATMENT CENTER, INC., a Florida corporation, F88662

INTO

RAMSAY LOUISIANA, INC., corporation not qualified in Florida.

File date: June 30, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
ATLANTIC TREATMENT CENTER, INC.
AND
RAMSAY LOUISIANA, INC.

FILED
98 JUN 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a Part hereof is the Plan of Merger for merging Atlantic Treatment center, Inc. with and into Ramsay Louisiana, Inc.

2. The shareholders of Ramsay Louisiana, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 29, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Atlantic Treatment Center, Inc. with and into Ramsay Louisiana, Inc. is permitted by the laws of the jurisdiction of organization of Ramsay Louisiana, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Ramsay Louisiana, Inc. was June 29, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be June 30, 1998.

Executed on June 29, 1998.

ATLANTIC TREATMENT CENTER, INC.

RAMSAY LOUISIANA, INC.

By: 

Name: Bert G. Cibran
Capacity: President

By: 

Name: Bert G. Cibran
Capacity: President

PLAN OF MERGER adopted on June 29, 1998 by resolution of the Board of Directors of Atlantic Treatment Center, Inc., a business corporation organized under the laws of the State of Florida, and adopted on June 29, 1998 by resolution of the Board of Directors of Ramsay Louisiana, a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Atlantic Treatment Center, Inc., a business corporation organized under the laws of the State of Florida, and Ramsay Louisiana, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Atlantic Treatment Center, Inc. plans to merge is Ramsay Louisiana, Inc.

1. Atlantic Treatment Center, Inc. and Ramsay Louisiana, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Ramsay Louisiana, Inc. be merged with and into a single corporation, to wit, Ramsay Louisiana, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist, as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Atlantic Treatment Center, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall

hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.