

# F96000004538

MELVIN J. BUCKMAN  
MERILEY C. MADDON  
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CAROL A. CINDOTTI  
JAMES G. LOQUE  
ALAN N. ESCOTT  
GLENN S. GILMER  
MARC S. MASER  
NANCY D. WEISBERG  
ELLEN PUEVER FLATT  
JANEEN OLSEN DOUGHERTY

AW O H S  
M. CAUSLAND, LIZEN & BUCKMAN  
FIVE RADNOR CORPORATE CENTER  
SUITE 500  
100 MATSONFORD ROAD  
RADNOR, PA 19087-4584  
610-341-1000  
TELECOMPER 610-341-1000

OF COUNSEL  
JOHN P. KIRWIN, III

August 30, 1996

Via Federal Express

Secretary of State  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800001999668  
-09/05/96--01054--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger/ Magic Transportation, Inc., a FL corp. into Metro Care, Inc., a PA corp.

Dear Sir/Madam:

Enclosed for filing in order listed please find:

- (1) Articles and Plan of Merger (original and one copy) regarding the above named corporations, and a check in the amount of \$70.00; and
- (2) Application by Foreign Corporation for Authorization to Transact Business in Florida (original and one copy), Certificate of Good Standing issued by the Commonwealth of Pennsylvania for Metro Care, Inc., and a check in the amount of \$70.00 to cover the associated filing fees.

Kindly acknowledge receipt of the enclosed by date-stamping the copies and returning them to my attention. Upon filing, the originals should also be returned to my attention. Thank you.

Very truly yours,

*Paula J. Bradley*  
Paula Tanksley-Bradley  
Legal Assistant

PTB/  
cc: MSMaser, Esq.  
gen.file

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96 SEP -4 PM 3:30  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
9/4/96

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. METRO CARE, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. PENNSYLVANIA  
(State or country under the law of which it is incorporated)
3. 23-2343981  
(FEI number, if applicable)
4. March 18, 1985  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. No business has been transacted to date.  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 333 Jenkintown Commons, Suite 300, Old York & Wyncote Roads  
Jenkintown, PA 19046  
(Current mailing address)
8. Purpose is to engage in any lawful act or activity for which a corporation may be organized under the Pennsylvania Corporation Law of 1988, as amended, and the Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
cont'd: Business Corporation Act, as amended.
9. Name and street address of Florida registered agent:

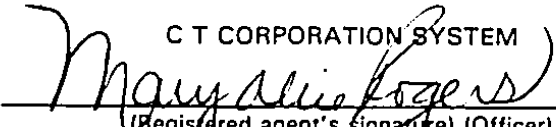
Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

**10. Registered agent acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM  
  
(Registered agent's signature) (Officer)  
Mary Alice Rogers, Special Asst. Secy.  
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Brian D. Somerman

Address: 716 Germantown Pike, Lafayette Hill, PA 19444

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Brian Somerman

Address: 716 Germantown Pike, Lafayette Hill, PA 19444

Vice President: Brian Somerman

Address: Same

Secretary: Brian Somerman

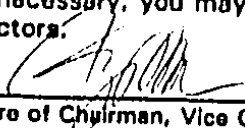
Address: Same

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Treasurer: Brian Somerman

Address: Same

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Somerman, President  
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

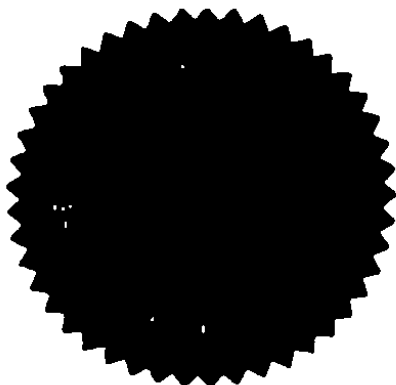
AUGUST 27, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

METRO CARE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

Secretary of the Commonwealth

SWAL

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -4 PM 3:31

LAW OFFICES  
McCAUSLAND, KEEN & BUCKMAN

A PROFESSIONAL CORPORATION  
FIVE RADNOR CORPORATE CENTER

SUITE 500  
100 MATSONFORD ROAD  
RADNOR, PA 19087-4584

GIO-341-1000  
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FILED  
SEP 3 3 32  
TALLAHASSEE  
JOHN A. KIRWIN, III

August 30, 1996

Via Federal Express

Secretary of State  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

F96000004538

CF-70

Re: Merger/ Magic Transportation, Inc., a FL corp. into Metro Care, Inc., a PA corp.

Dear Sir/Madam:

Enclosed for filing in order listed please find:

200001944532  
-09/11/96--01048--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SEP 3 3 40  
DIVISION OF CORPORATIONS

- (1) Articles and Plan of Merger (original and one copy) regarding the above-named corporations, and a check in the amount of \$70.00; and
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Very truly yours,

*Paula J. Bradley*  
Paula Tanksley-Bradley  
Legal Assistant

PTB/  
cc: MSMaser, Esq.  
gen.file

*Merger*

*9/4/96*

*De*

# F96000004538

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

MAGIC TRANSPORTATION, INC., a Florida corporation, P95000097191

into

**METRO CARE, INC.**, a Pennsylvania corporation F96000004538

File date: September 3, 1996

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER  
OF  
MAGIC TRANSPORTATION, INC., a Florida Corporation  
(Subsidiary Corporation)  
INTO  
METRO CARE, INC., a Pennsylvania Corporation  
(Parent Corporation)**

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TALLAHASSEE, FLORIDA  
SEP-3 1996  
PH 3:32

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

**FIRST:** Metro Care, Inc. is a corporation organized under the laws of the Commonwealth of Pennsylvania and owns One Hundred Percent (100%) of the shares of capital stock of Magic Transportation, Inc, a corporation organized under the laws of the State of Florida.

**SECOND:** The plan of merger which is set forth in full in Exhibit A attached hereto and made a part hereof was adopted by the board of directors of Metro Care, Inc.

**THIRD:** There are no dissenting shareholders since Magic Transportation, Inc. is wholly owned by Metro Care, Inc.

**FOURTH:** The effective date of the merger is on the date of filing these Articles of Merger in the Department of State of the State of Florida.

Signed this 29th Day of August, 1996.

**METRO CARE, INC.**

By: 

Brian Somerman, President

**MAGIC TRANSPORTATION, INC.**

By: 

Brian Somerman, President



**PLAN OF MERGER**  
merging  
**MAGIC TRANSPORTATION, INC.**  
(a Florida corporation)  
with and into  
**METRO CARE, INC.**  
(a Pennsylvania corporation)

**RECITALS**

Magic Transportation, Inc. (the "Subsidiary Corporation") is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is authorized to issue 10,000 shares of Common Stock, par value \$0.01 per share, of which 100 shares are issued and outstanding.

Metro Care, Inc. (the "Parent Corporation" or the "Surviving Corporation") is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Pennsylvania and is authorized to issue 1,000 shares of common capital stock, par value \$1.00 per share of which 100 shares are issued and outstanding.

The board of directors of the Parent Corporation has adopted resolutions approving this Plan of Merger (the "Plan") in accordance with the Pennsylvania Business Corporation Law of 1988 (the "PBCL") and the Florida Business Corporation Act ("FBCA").

The Subsidiary Corporation is a wholly-owned subsidiary of the Parent Corporation.

**ARTICLE I**  
**General**

1.1 **The Merger.** Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the PBCL and the FBCA, the Subsidiary Corporation shall be merged with and into the Parent Corporation (the "Merger") at the Effective Time (defined below). Following the Merger, the Parent Corporation shall continue as the surviving corporation and shall continue its existence under the laws of the Commonwealth of Pennsylvania, and the separate corporate existence of the Subsidiary Corporation shall cease.

1.2 **Effective Time.** The Merger shall become effective at such time as Articles of Merger are filed in the Department of State of the Commonwealth of Pennsylvania and in the Department of State of the State of Florida (the "Effective Time").

1.3 **Effects of the Merger.** The Merger shall have the effects set forth in Section 1929 of the PBCL.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time.

1.5 Bylaws. The bylaws of the Parent Corporation shall be the bylaws of the Surviving Corporation at the Effective Time.

1.6 Directors and Officers. The persons who are the directors and officers of the Parent Corporation at the Effective Time shall be the directors and officers of the Surviving Corporation at the Effective Time. Such persons shall hold such positions as directors and officers until their successors are elected or appointed in accordance with the Certificate of Incorporation and bylaws of the Surviving Corporation.

1.7 Further Assurances. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Subsidiary Corporation acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, the Subsidiary Corporation and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Subsidiary Corporation or otherwise to take any and all such action.

1.8 Amendment. This Plan may be amended, modified or supplemented by resolution of the board of directors of the Surviving Corporation, at any time on or before filing of Articles of Merger embodying the Plan in the Department of State of the Commonwealth of Pennsylvania and in the Department of State of the State of Florida.

1.9 Termination. This Plan may be terminated on or before the Effective Time by the board of directors of the Surviving Corporation.

## **ARTICLE II**

### **Capital Stock**

#### **2.1 Stock of the Subsidiary Corporation.**

(a) Each share of Common Stock of the Subsidiary Corporation outstanding immediately prior to the Effective Time, shall be cancelled.

#### **2.2 Stock of the Parent Corporation.**

(a) Each share of capital stock of the Parent Corporation outstanding immediately prior to the Effective Time shall remain outstanding and shall not be affected by the Merger.