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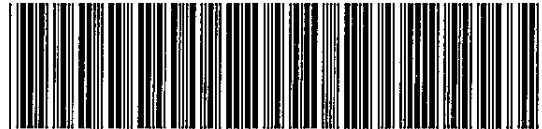
(Business Entity Name)

(Document Number)

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FILED

05 MAY 12 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 MAY 12 PM 3:32

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OK
5/12/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 367935 7200721

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : May 12, 2005

ORDER TIME : 2:06 PM

ORDER NO. : 367935-005

CUSTOMER NO: 7200721

CUSTOMER: Vivile Rodin, Esq
Glazier & Glazier, P.a.
Suite 504
8825 Perimeter Park Blvd.
Jacksonville, FL 32216

ARTICLES OF MERGER

DTC CORP. BOCA RATON

INTO

DIVERSIFIED THERAPY CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
of
DTC CORP. BOCA RATON
into
DIVERSIFIED THERAPY CORP.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Sections 607.1104, 607.1105, and 607.1107.

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05 MAY 12 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **Surviving** corporation is:

Name:	Jurisdiction:	Florida Document Number:
<u>Diversified Therapy Corp.</u>	<u>Delaware</u>	<u>F97000000778</u>

Second: The names and jurisdictions of each **Merging** corporation are

Name:	Jurisdiction:	Florida Document Number:
<u>Diversified Therapy Corp.</u>	<u>Delaware</u>	<u>F97000000778</u>

<u>DTC Corp. Boca Raton</u>	<u>Florida</u>	<u>P98000093951</u>
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Third: The Surviving corporation, Diversified Therapy Corp., owns one hundred percent (100%) of the capital stock of the Merging corporation, DTC Corp. Boca Raton. A copy of the Plan of Merger is attached hereto as **Exhibit "A"**.

Fourth: The merger shall become effective on the date of filing of the Articles of Merger.

Fifth: Adoption of Merger by **Surviving** corporation -

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of Diversified Therapy Corp., the Surviving corporation, at a special meeting of the board of directors of Diversified Therapy Corp. held on April 25, 2005, and shareholder approval was not required.

Sixth: Adoption of Merger by **Merging** corporation -

Seventh: Diversified Therapy Corporation, as the sole shareholder of DTC Corp. Boca Raton waived, in writing, that the requirement that the **Surviving** corporation mail a copy of the plan of Merger to each shareholder of the **Merging** corporation.

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of DTC Corp. Boca Raton, the non-surviving corporation, at a special meeting of the board of directors of DT Corp. Boca Raton held on April 25, 2005, and was adopted by the sole shareholder of DTC Corp. Boca Raton by written consent on April 25, 2005.

Diversified Therapy Corp.

DTC Corp. Boca Raton

By: James F. H. Henry

Its: President

Date: 5/10/05

By: James F. H. Henry

Its: President

Date: 5/10/05

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into this _____ day of _____, 2005, by and between DIVERSIFIED THERAPY CORP., a Delaware corporation (hereinafter referred to as "DTC"), and DTC CORP. BOCA RATON, a Florida corporation and wholly-owned subsidiary of DTC (hereinafter referred to as the "Subsidiary"). In this Plan of Merger, DTC and Subsidiary are sometimes individually referred to as the "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, DTC owns all of the outstanding and issued stock of the Subsidiary; and

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best business interest of each of the Corporations that Subsidiary (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into DTC, and that DTC (hereinafter sometimes referred to as the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, and that pursuant to the merger, all authorized, issued and outstanding shares of Subsidiary be cancelled and shall cease to exist, as authorized by and in accordance with (i) Florida Statutes ("F.S.") Section 607.1104 and Section 607.1107, (ii) Delaware General Corporation Law ("DGCL"), Section 253, and (iii) the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Corporations have adopted and approved this Plan of Merger in accordance with the applicable laws of their respective states of incorporation; and

WHEREAS, the Surviving Corporation, as the sole stockholder of the Nonsurviving Corporation, has approved this Plan of Merger by unanimous written consent; and

WHEREAS, stockholder approval of the Surviving Corporation is not required under the applicable laws of its state of incorporation; and

NOW, THEREFORE, the Corporations, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Delaware and the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan of Merger:

ARTICLE I – CORPORATIONS

A. DTC is a corporation organized and existing under the laws of the State of Delaware, pursuant to a Certificate of Incorporation which was filed with the Department of State of the State of Delaware on February 6, 1995, and as amended by a Certificate of Amendment of Certificate of Incorporation, which was filed with the Department of State of the State of Delaware on December 11, 1996. DTC is qualified to conduct business and is in good standing under the laws of the State of Florida. Its Florida Document Number is F97000000778.

B. Subsidiary is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on November 5, 1998. Subsidiary has an authorized capitalization of one million (1,000,000) shares of common capital stock, having a par value of One Cent (\$0.01) per share. As of the date of this Plan of Merger, One Thousand (1,000) shares of voting common stock were issued and outstanding, and DTC owns one hundred percent (100%) of the issued and outstanding shares of the common capital stock of Subsidiary. Its Florida Document Number is F98000093951.

ARTICLE II – MERGER

Subsidiary shall be, and it hereby is, merged with and into DTC, and DTC shall, and it hereby does, merge Subsidiary with and into itself. DTC shall be the Surviving Corporation in the merger and shall be governed by the laws of the State of Delaware, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at DTC's principal place of business, which as of the date hereof is 4500 Salisbury Road, Suite 490, Jacksonville, Florida 32216. The mailing address of the Surviving Corporation shall be the mailing address of DTC, which as of the date hereof is 4500 Salisbury Road, Suite 490, Jacksonville, Florida 32216.

ARTICLE III –EFFECTIVE DATE

Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of the date specified in the Certificate of Ownership and Merger filed with the State of Delaware and Articles of Merger filed with the State of Florida (the "Effective Date").

ARTICLE IV - CONVERSION OF OUTSTANDING CAPITAL STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Corporations in the merger shall be as follows:

A. Upon the Effective Date of the merger, and without any action on the part of the Surviving Corporation or its shareholders, each issued and outstanding share of

the common capital stock of the Surviving Corporation shall remain outstanding and shall be unchanged at and after the merger.

B. Upon the Effective Date of the merger, and without any action on the part of the Nonsurviving Corporation or its shareholders, each share of common capital stock of the Nonsurviving Corporation that is issued and outstanding immediately prior to the Effective Date and all authorized, but unissued shares of common capital stock of the Nonsurviving Corporation shall be cancelled and cease to exist, and no stock of DTC or other consideration shall be issued in exchange therefor.

C. The sole stockholder of the Nonsurviving Corporation has consented to this Plan of Merger, and there are no dissenting stockholders to the Plan of Merger who would be entitled to dissenter's rights or appraisal rights pursuant to Section 607.1302 of the Florida Statutes.

ARTICLE V – OTHER TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Until altered, amended or repealed, the Bylaws of DTC in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation.

B. The officers and directors of DTC on the Effective Date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been duly elected and qualify, unless they earlier die, resign or are removed, as the case may be, in accordance with the Bylaws of DTC, and the laws of the State of Delaware.

C. From and after the Effective Date of the merger, the Surviving Corporation shall be possessed of all the estate, property, rights, privileges and franchises of the Nonsurviving Corporation and assumes all of the liabilities and obligations of the Nonsurviving Corporation.

D. If at any time DTC shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Plan of Merger.

ARTICLE VI – AMENDMENT OF PLAN OF MERGER

At any time before the Effective Date of the merger, this Plan of Merger may be amended by a writing signed by all of the parties hereto; provided, however, that such amendment must be approved in accordance with Article VIII below.

ARTICLE VII – ABANDONMENT OF PLAN OF MERGER

After the merger contemplated by this Plan of Merger is authorized, and at any time before (i) articles of merger are filed by the Florida Department of State and (ii) the certificate of ownership and merger is filed by the Delaware Department of State, this Plan of Merger may be abandoned (subject to any contractual rights) by the majority vote of the Board of Directors of a Corporation hereto in favor of abandoning the Plan of Merger.

ARTICLE VIII – APPROVALS

A. This Plan of Merger has been approved and adopted by the Boards of Directors of each of the parties hereto in accordance with the Bylaws of the parties hereto and the laws of the jurisdictions in which such parties to this Plan of Merger are organized.

B. This Plan of Merger has been approved and adopted by the unanimous written consent of DTC, as the sole stockholder of the Nonsurviving Corporation, in accordance with F.S. Section 607.1103.

C. This Plan of Merger does not require the consent or approval of the stockholders of the Surviving Corporation, in accordance with Section 253 of the DGCL and Sections 607.1103 and 607.1104 of the Florida Statutes.

ARTICLE X - MISCELLANEOUS

A. The merger contemplated by this Plan of Merger is permitted by laws of the jurisdictions in which the parties to this Plan of Merger are organized.

B. The appropriate officers of the Surviving Corporation shall cause this Plan of Merger to be filed by the Florida Department of State and the Delaware Department of State by (i) obtaining the approval of this Plan of Merger by the Florida Department of State and paying all fees and taxes required by the laws of the State of Florida and (ii) obtaining the approval of this Plan of Merger by the Delaware Department of State and paying all fees and taxes required by the laws of the State of Delaware.

C. The Corporations hereto agree to execute such documents and instruments and to take such further action as may be necessary or desirable to consummate the merger as contemplated herein.

D. This Plan of Merger shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

E. This Plan of Merger may be executed in separate counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts when taken together shall constitute one and the same instrument.

F. A copy of this Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 4500 Salisbury Road, Suite 490, Jacksonville, Florida 32216, and will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Corporations.

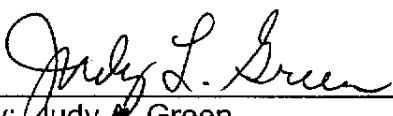
G. This Plan of Merger shall in all respects be construed under and in accordance with the laws of the State of Delaware applicable to contracts to be fully performed in the State of Delaware, without giving effect to applicable choice of law principles.

H. The section and other headings contained in this Plan of Merger are for reference purposes only and shall not affect the meaning or interpretation of this Plan of Merger.

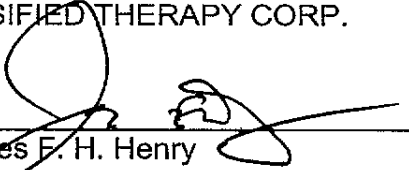
I. At any time prior to the Effective Date, the parties hereto may, by written agreement, extend time for performance of any of their obligations or other acts hereunder.

IN WITNESS WHEREOF, the Corporations have caused this Plan of Merger to be executed and acknowledged on the day and year as set forth above and have affixed their respective seals hereto.

ATTEST:

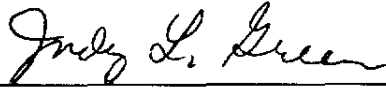

By: Judy L. Green
Its: Secretary

DIVERSIFIED THERAPY CORP.


By: James F. H. Henry
Its: President

"DTC" / "Surviving Corporation"

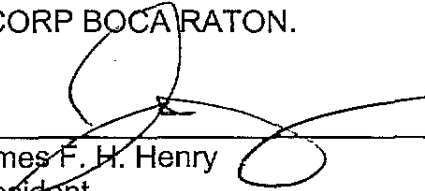
ATTEST:



By: Judy A. Green
Its: Secretary

DTC CORP BOCA RATON.

By:



James F. H. Henry
Its: President

"Subsidiary" / Nonsurviving Corporation"