

F99000002598

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100002895211--6
-06/04/99--01057--022
*****78.75 *****78.75

100002895211--6
-06/04/99--01057--023
*****35.00 *****35.00

CORPORATION(S) NAME

AccentHealth, Inc. (FL)
merging into: Accent Health, Inc. (DE)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
(1) of above filing		(4) Cert. Re: Merger
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
99 JUN -4 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/04/99

merge

S. PAYNE JUN 7 1999

RECEIVED
99 JUN -4 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACCENT HEALTH, INC., a FL corp., P95000028489

INTO

ACCENTHEALTH OF DELAWARE, INC., a Delaware corporation,
F99000002598

File date: June 4, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 4, 1999

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ACCENTHEALTH, INC. doing business in Florida as
ACCENTHEALTH OF DELAWARE, INC.
Ref. Number: F99000002598

We have received your document for ACCENTHEALTH, INC. doing business in Florida as ACCENTHEALTH OF DELAWARE, INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records reflect that the Florida corporation was filed under the name OF ACCENT HEALTH, INC. as opposed to ACCENTHEALTH, INC. Please correct the name of this corporation in the merger document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 399A00030524

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN -7 AM 11:22

RECEIVED

ARTICLES OF MERGER

MERGING

ACCENT HEALTH, INC.

(a Florida corporation)

INTO

ACCENTHEALTH, INC.

(a Delaware corporation)

FILED

99 JUN -4 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (1989) the undersigned corporation, AccentHealth, Inc. (the "Surviving Corporation"), a Delaware corporation, which is the surviving corporation in the merger described herein, does hereby certify as follows:

FIRST: Accent Health, Inc. (the "Merged Corporation"), a Florida corporation, shall be merged with and into the Surviving Corporation (the "Merger"), with the Surviving Corporation being the surviving corporation, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement") attached hereto as Exhibit "A" and made a part hereof by reference.

SECOND: The Agreement was unanimously approved by the Board of Directors of the Surviving Corporation by Written Consent in lieu of a Special Meeting dated June 1, 1999.

THIRD: At the time of the Merger there were no shareholders of the Surviving Corporation. Accordingly, pursuant to Section 251(f) of the General Corporation Law of the State of Delaware, approval by the shareholders of the Surviving Corporation was not required.

FOURTH: The Agreement was unanimously approved by the Board of Directors of the Merged Corporation by Written Consent in lieu of a Special Meeting dated June 1, 1999.

FIFTH: The Agreement was adopted by the shareholders of the Merged Corporation by less than unanimous Written Consent in lieu of a Special Meeting dated June 1, 1999.

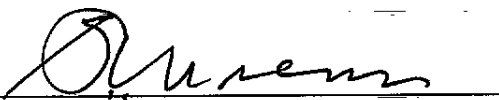
SIXTH: The effective date of the aforesaid merger for all purposes and in all respects (including, without limitation, the effectiveness of any filings with the Department of State of the State of Florida and the Secretary of State of the State of Delaware) shall be as of 11:59 p.m. on June 1, 1999.

The undersigned President of the Surviving Corporation declares that the facts herein stated are true as of June 1, 1999.

AccentHealth, Inc.
a Delaware corporation

By: 
Grover C. Wrenn, President

Accent Health, Inc.
a Florida corporation

By: 
Grover C. Wrenn, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into effective as of the 1st day of June, 1999 by and between Accent Health, Inc. (the "Merged Corporation"), a Florida corporation, and (ii) AccentHealth, Inc. (the "Surviving Corporation"), a Delaware corporation.

WHEREAS, the total number of shares of stock of all classes which the Merged Corporation has authority to issue is Ten Million (10,000,000) shares of Common Stock, One Dollar (\$1.00) par value per share and Two Million Two Hundred Thousand (2,200,000) shares of Preferred Stock, One Dollar (\$1.00) par value per share; and of which there are Two Million Six Hundred Seventy Two Thousand Four Hundred Forty (2,672,440) shares of Common Stock issued and outstanding and Two Million Two Hundred Thousand (2,200,000) shares of Preferred Stock issued and outstanding;

WHEREAS, the total number of shares of stock of all classes which the Surviving Corporation has authority to issue is Ten Million (10,000,000) shares of Common Stock, One Cent (\$0.01) par value per share and [Four Million Five Hundred Thousand (4,500,000)] shares of Preferred Stock, One Cent (\$0.01) par value per share, of which no shares are issued and outstanding; and

WHEREAS, under the laws of the State of Florida and the State of Delaware, the Merged Corporation may be merged into the Surviving Corporation, and the parties hereto desire to effect such merger, as hereinafter provided.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises hereinafter set forth, the parties hereto, intending legally to be bound, do hereby agree as follows:

1. **Statement of Merger.** The Merged Corporation, Accent Health, Inc., shall be merged into the Surviving Corporation, with the latter as the surviving corporation, on the basis of this Agreement and Plan of Merger.

2. **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Certificate of Incorporation of the Surviving Corporation.

3. **Bylaws.** The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and the General Corporation Law of the State of Delaware.

4. **Manner and Basis of Conversion.** The manner and basis of converting or exchanging the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger, (i) each share of Common Stock of the Merged Corporation held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into one (1) share of Common Stock, par value one cent (\$0.01) per share, of the Surviving Corporation and (ii) each share of Preferred Stock of the Merged Corporation held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into one (1) share of Preferred Stock, par value one cent (\$0.01) per

share, of the Surviving Corporation. For the purpose of receiving a stock certificate or certificates evidencing such shares of Stock of the Surviving Corporation, each such stockholder shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Stock of the Merged Corporation owned of record by such stockholder, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Stock of the Surviving Corporation based on the foregoing ratio.

5. **Assets and Liabilities.** The assets and liabilities of the Surviving Corporation and the Merged Corporation shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Surviving Corporation and the Merged Corporation, appropriately adjusted, to the extent necessary, in accordance with generally accepted accounting principles.

6. **Abandonment.** At any time prior to the appropriate filings with the Secretary of State of the State of Delaware and the Department of State of the State of Florida, this Agreement and Plan of Merger and the merger specified herein may be terminated by the vote of the Board of Directors of either the Merged Corporation or the Surviving Corporation.

7. **Directors and Officers.** The directors of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Stockholders of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal. The officers of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Board of Directors of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal.

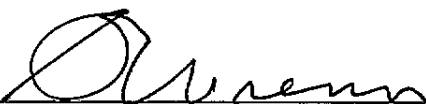
8. **Effective Date and Time.** The effective date of the aforesaid merger for all purposes and in all respects (including, without limitation, the effectiveness of any filings with the Department of State of the State of Florida and the Secretary of State of the State of Delaware) shall be as of 11:59 p.m. on June 15th, 1999.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have caused their respective officers to execute this Agreement and Plan of Merger as of the day and year first set forth above.

ACCENT HEALTH, INC. =
a Florida corporation =

By: 
Grover C. Wrenn, President

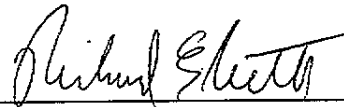
AccentHealth, Inc. =
a Delaware corporation =

By: 
Grover C. Wrenn, President

**CERTIFICATE OF THE SECRETARY
OF
ACCENTHEALTH, INC.
(a Delaware Corporation)**

I, Richard E. Ruth, the Secretary of AccentHealth, Inc. (the "Corporation"), hereby certify that the Agreement and Plan of Merger to which this certificate is attached, has been adopted pursuant to Section 251(f) of the General Corporation Law of the State of Delaware and prior to the issuance of any shares of stock in the Corporation.

By: _____



Name: Richard E. Ruth

Title: Secretary