

H/50185

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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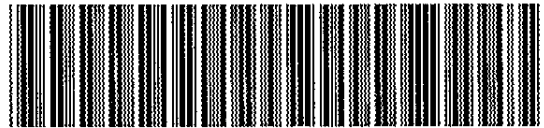
(Business Entity Name)

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12/22/03--01053--004 **105.00

EFFECTIVE DATE
12-31-03

RECEIVED
03 DEC 22 AM 11:57
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. Cordellotto DEC 22 2003

CT CORPORATION

December 22, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6004006 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

MRC Rehabilitation, Inc. (FL)
Merger (Discontinuing Company)
Florida

Physical, Occupational, & Speech Therapy, Inc. (FL)
Merger (Discontinuing Company)
Florida

Heartland Rehabilitation Services of Florida, Inc. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

ARTICLES OF MERGER
(Profit Corporations)

FILED
03 DEC 22 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Heartland Rehabilitation Services of Florida, Inc.	Florida	H50185

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MRC Rehabilitation, Inc.	Florida	P95000097824
Physical, Occupational, & Speech Therapy, Inc.	Florida	P96000040194

Third: The Plan of Merger is attached.

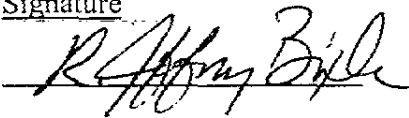


EFFECTIVE DATE
12-31-03

Fourth: The merger shall become effective on December 31, 2003.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on November 20, 2003 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporations on November 20, 2003 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name & Title</u>
Heartland Rehabilitation Services of Florida, Inc.		R. Jeffrey Bixler Vice President/Secretary
MRC Rehabilitation, Inc.		David K. Nees Assistant Secretary
Physical, Occupational, & Speech Therapy, Inc.		David K. Nees Assistant Secretary

PLAN OF MERGER
MERGING
MRC Rehabilitation, Inc.
Physical, Occupational, & Speech Therapy, Inc.
(Corporations of the State of Florida)
INTO
Heartland Rehabilitation Services of Florida, Inc.
(a Corporation of the State of Florida)

The following plan of merger is submitted in compliance with section 607.1101, F.S.

The name of the surviving corporation is Heartland Rehabilitation Services of Florida, Inc. and its jurisdiction is Florida.

The name of the first merging corporation is MRC Rehabilitation, Inc. The name of the second merging corporation is Physical, Occupational, & Speech Therapy, Inc. Both corporations' jurisdiction is Florida.

The terms and conditions of the Merger are as follows:

Agreed that the merging corporations shall be and hereby are merged into the surviving corporation.

The surviving corporation shall survive the Merger herein contemplated, shall continue its corporate name and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of the merging corporations shall cease forthwith upon the effective date.

The designation and number of outstanding shares of each class of the merging corporations is as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u># of Shares Outstanding</u>
MRC Rehabilitation, Inc.	Common	5,000
Physical, Occupational, & Speech, Therapy, Inc.	Common	1,000

Immediately prior to the Merger, Heartland Rehabilitation Services of Florida, Inc. had 500 shares authorized and 250 shares outstanding of \$.10 par value common stock. At the effective date, by virtue of the Merger and without any action on the part of Heartland Rehabilitation Services of Florida, Inc. or the merging corporations:

a) Each share of the merging corporations which are issued and outstanding immediately prior to the effective date shall be canceled and retired, and no payment shall be made with respect thereto.

b) Each share of the surviving corporation issued and outstanding immediately prior to the effective date shall remain issued and outstanding without change and shall constitute the sole authorized and issued shares of the surviving corporation.

When the Merger has been effected, the surviving corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account and all choices in action, and all and every other interest, of or belonging to or due the merging corporations shall be vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein vested in the merging corporations shall not revert or be in any way impaired by reason of this Merger. The surviving corporation shall henceforth be responsible and liable for all the liabilities and obligations of the merging corporations so merged; any claim existing or action or proceeding pending by or against the merging corporation may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in its place. The

surviving corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Florida law, and neither the rights of creditors nor any liens upon the property of the merging corporations and the surviving corporation shall be impaired by the Merger; all with the effect set forth in the Florida law.

The effective date of the Merger shall be December 31, 2003.

IN WITNESS WHEREOF, Heartland Rehabilitation Services of Florida, Inc., a Florida corporation; MRC Rehabilitation, Inc., a Florida corporation; and Physical, Occupational, & Speech Therapy, Inc., a Florida Corporation; the corporations which are the parties to the Plan of Merger, pursuant to the authority duly given by their respective boards of directors, have caused this Plan of Merger to be executed in their respective corporate names by the Vice President/Secretary and the Assistant Secretary of each of the corporations on this 20th day of November, 2003.

HEARTLAND REHABILITATION SERVICES OF FLORIDA, INC.

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

Attest: David K. Nees
David K. Nees
Assistant Secretary

MRC REHABILITATION, INC.

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

Attest: David K. Nees
David K. Nees
Assistant Secretary

PHYSICAL, OCCUPATIONAL, &
SPEECH THERAPY, INC.

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

Attest: David K. Nees
David K. Nees
Assistant Secretary