H73767

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

900003402219--5
-09/25/00--01029--010
*****70.00 *****70.00

DATE: 9-22-00

REF. #: 0549

CORP. NAME: Dow Sherwood Corporation
Merger

( ) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY
( ) REINSTATEMENT (X) MERGER ( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3
( ) OTHER:

EFFECTIVE DATE
9-24-00

STATE FEES PREPAID WITH CHECK# 3464 FOR $ 70.00

FILED
00 SEP 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: $

PLEASE RETURN:

( ) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING (X) PLAIN STAMPED COPY
( ) CERTIFICATE OF STATUS

ADR
Examiner's Initials 9/25/00

C

Corrected to provide for an eff. date of 9/24/00 SB

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHERWOOD DAYTONA, INC., a Florida corporation P98000061358

INTO

DOW SHERWOOD CORPORATION, a Florida entity, H73767.

File date: September 22, 2000, effective September 24, 2000.

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
(Profit Corporations)

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

EFFECTIVE DATE
9-24-00

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

Name	Jurisdiction
Dow Sherwood Corporation	Florida

FILED
00 SEP 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each **merging** corporation is:

Name	Jurisdiction
Sherwood Daytona, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 9 / 24 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on ____________.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 30, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on ____________.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on August 30, 2000 and shareholder approval was not required. (pursuant to F.S. 607.1104)

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Dow Sherwood Corporation	C Kirt Roberts	C. Kirt Roberts, as President
Sherwood Daytona, Inc.	C Kirt Roberts	C. Kirt Roberts, as President

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
Dow Sherwood Corporation	Florida

The name and jurisdiction of each **subsidiary** corporation is

Name	Jurisdiction
Sherwood Daytona, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

SEE ATTACHED

(Attach additional sheets if necessary)

Each issued and outstanding share of the Merging Corporation shall, at the effective time of the Merger, be cancelled and no consideration shall be issued in respect thereof. The issued and outstanding shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding immediately prior to the effective time of the Merger shall continue to represent one issued and outstanding share of the Surviving Corporation after the effective time of the Merger.

The terms and conditions of the merger are as follows:

The Merging Corporation shall be merged into the Surviving Corporation. The separate existence of the Merging Corporation shall cease upon the effective date of the Merger. The Surviving Corporation shall continue its existence under its present name.

Prior to the effective date of the Merger, the Merging Corporation is owned one hundred percent (100%) by the Surviving Corporation. There are no shareholders entitled to receive a statement pursuant to F.S. 607.1104 or otherwise entitled to vote.

UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
DOW SHERWOOD CORPORATION

Pursuant to Sections 607.0821, 607.1103 and 607.1104 of the Florida 1989 Business Corporation Act

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The undersigned, being all of the directors (the "Board") of DOW SHERWOOD CORPORATION, a Florida corporation (the "Corporation"), and the sole holder of all of the issued and outstanding shares of common stock of Sherwood Daytona, Inc. (the "Subsidiary Corporation") do hereby consent to the taking of the following action by unanimous written consent in lieu of a meeting and do hereby adopt the following resolutions.

WHEREAS, the Board believes that the merger (the "Merger") of the Subsidiary Corporation with and into the Corporation, upon the terms and conditions set forth below is advisable and in the best interests of the Corporation and the Subsidiary Corporation.

WHEREAS, the Board desires that the Plan of Merger (the "Merger Agreement") in the form attached hereto as Exhibit A be adopted.

NOW, THEREFORE, IT IS:

RESOLVED, that the Merger of the Subsidiary Corporation with the Corporation, and all transactions contemplated thereby are adopted, approved, and consented to by all of the Directors of the Corporation.

RESOLVED, that the Merger Agreement is adopted, approved and consented to by all of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned directors have signed this Written Consent as of August 30 , 2000.

DIRECTORS:

By: ____________________
Ronald P. Kaufman, M.D.

By: ____________________
Chuck D. Winship

TPA:160871:1

By: Fleury Yelvington
Fleury Yelvington

By: [signature]
Glenn Goodman

TPA:160871:1

EXHIBIT A

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	Jurisdiction
Dow Sherwood Corporation	Florida

The name and jurisdiction of each **subsidiary** corporation is

Name	Jurisdiction
Sherwood Daytona, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

SEE ATTACHED

(Attach additional sheets if necessary)

Each issued and outstanding share of the Merging Corporation shall, at the effective time of the Merger, be cancelled and no consideration shall be issued in respect thereof. The issued and outstanding shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding immediately prior to the effective time of the Merger shall continue to represent one issued and outstanding share of the Surviving Corporation after the effective time of the Merger.

The terms and conditions of the merger are as follows:

The Merging Corporation shall be merged into the Surviving Corporation. The separate existence of the Merging Corporation shall cease upon the effective date of the Merger. The Surviving Corporation shall continue its existence under its present name.

Prior to the effective date of the Merger, the Merging Corporation is owned one hundred percent (100%) by the Surviving Corporation. There are no shareholders entitled to receive a statement pursuant to F.S. 607.1104 or otherwise entitled to vote.

UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
SHERWOOD DAYTONA, INC.

Pursuant to Sections 607.0821, 607.1103 and 607.1104 of the Florida 1989 Business Corporation Act

---

The undersigned, being all of the directors (the "Board") of SHERWOOD DAYTONA, INC., a Florida corporation (the "Corporation"), do hereby consent to the taking of the following action by unanimous written consent in lieu of a meeting and do hereby adopt the following resolutions.

WHEREAS, the Board believes that the merger (the "Merger") of the Corporation with and into DOW SHERWOOD CORPORATION, a Florida corporation, its sole shareholder, upon the terms and conditions set forth below is advisable and in the best interests of the Corporation and its stockholders.

WHEREAS, the Board desires that the Plan of Merger (the "Merger Agreement") in the form attached hereto as Exhibit A be adopted.

NOW, THEREFORE, IT IS:

RESOLVED, that the Merger of the Corporation with DOW SHERWOOD CORPORATION, a Florida corporation, and all transactions contemplated thereby are adopted, approved and consented to by all of the Directors of the Corporation.

RESOLVED, that the Merger Agreement is adopted, approved and consented to by all of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned directors have signed this Written Consent as of August 30, 2000.

DIRECTORS:

By: ______________________
Ronald P. Kaufman, M.D.

By: ______________________
Chuck D. Winship

TPA:160872:1

By: Fleury Yelvington

Fleury Yelvington

By: ____________________

Glenn Goodman