

J 27769

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

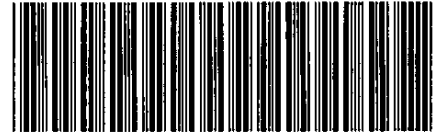
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Merger
10-7-13
DC

SECRETARY OF STATE
OFFICE OF THE CLERK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 824898 4352697

AUTHORIZATION : *[Handwritten signature]*

COST LIMIT : \$ 175.00

ORDER DATE : September 27, 2013

ORDER TIME : 2:37 PM

ORDER NO. : 824898-005

CUSTOMER NO: 4352697

ARTICLES OF MERGER

CONTINUCARE CLINICS, INC.
CONTINUCARE PAYMENT CORP.
SUNSET HARBOR HOME HEALTH, INC

INTO

CONTINUCARE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sheryl A Gibbs

EXAMINER'S INITIALS: _____

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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Continucare Corporation</u>	<u>Florida</u>	<u>J27769</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Continucare Clinics, Inc.</u>	<u>Florida</u>	<u>P06000105508</u>
<u>Continucare Payment Corp.</u>	<u>Florida</u>	<u>P99000069105</u>
<u>Sunset Harbor Home Health, Inc.</u>	<u>Florida</u>	<u>P95000009397</u>
<u>Continucare Physician Practice</u>	<u>Florida</u>	<u>P97000031752</u>
<u>Management, Inc.</u>	<u></u>	<u></u>

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 - / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing than 90 days after merger file date.)

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 9/15/2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 9/15/2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Continucare Clinics, Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Counsel

Continucare Payment Corp.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Counsel

Sunset Harbor Home Health, Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Counsel

Continucare Physician Practice
Management, Inc.

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Counsel

Continucare Corporation

Joan O. Lenahan

Joan O. Lenahan, Vice President & Corporate Counsel

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Continucare Corporation</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Continucare Clinics, Inc.</u>	<u>Florida</u>
<u>Continucare Payment Corp.</u>	<u>Florida</u>
<u>Sunset Harbor Home Health, Inc.</u>	<u>Florida</u>
<u>Continucare Physician Practice</u>	<u>Florida</u>
<u>Management, Inc.</u>	<u></u>

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 are as follows:

Each issued share of the terminating corporation, upon the effective date of the merger, shall not be converted in any manner and shall be cancelled and cease to exist. The issued shares of the surviving Corporation shall not be converted in any manner.

(Attach additional sheets if necessary)