



J39081

ACCOUNT NO. : 072100000032

REFERENCE : 977416 5028257

AUTHORIZATION :

COST LIMIT : \$ 60.00 Patricia Pruitt

ORDER DATE : January 25, 2001

ORDER TIME : 9:43 AM

ORDER NO. : 977416-005

CUSTOMER NO: 5028257

CUSTOMER: Ms. Maria Ayub
Magellan Health Services, Inc.
6950 Columbia Gateway Drive
Suite 400
Columbia, MD 21046

600003581846--1

ARTICLES OF MERGER

ALLIED SPECIALTY CARE SERVICES
INC.

INTO

ALLIED SPECIALTY CARE SERVICES
LLC

RECEIVED
JAN 26 AM 10:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

02250 / 00524 / 02698 / 02699 / 02710
articles of
merger needs
prin-office

2-2-01

01 JAN 26 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALLIED SPECIALTY CARE SERVICES INC., A FLORIDA ENTITY, J39081

INTO

ALLIED SPECIALTY CARE SERVICES, LLC, corporation not qualified in
Florida.

File date: January 26, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2001

CSC
TAMARA ODOM

SUBJECT: ALLIED SPECIALTY CARE SERVICES, INC.
Ref. Number: J39081

We have received your document for ALLIED SPECIALTY CARE SERVICES, INC. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the street address of the survivor's principal office in its home jurisdiction.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

The articles of merger must reflect that the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00004518

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Allied Specialty Care Services, Inc. 3106 Commerce Parkway Miramar, FL 33025	Florida	For-Profit Corp.
Florida Document/Registration Number: <u>339081</u>		FEI Number: <u>58-176115</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Allied Specialty Care Services, LLC	Delaware	LLC
6950 Columbia Gateway Drive, Suite 400		
Columbia, MD 21046		

Florida Document/Registration Number: _____ FEI Number: 52-2290102

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Allied Specialty Care Services, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Allied Specialty Care Services, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

Please see attached sheet

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each issued share of the Merging Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall be duly cancelled.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

n/a

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

n/a

If General Partner is a Non-Individual,
Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Nenry Harbin
Clarissa Marques
Mark S. Demilio

Address: 6950 Columbia Gateway Drive, Suite 400
Columbia, MD 21046

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

n/a

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

Section 3. Terms and Conditions of the Merger:

PLAN OF MERGER adopted on January 23, 2001 by resolution of the Board of Directors of Allied Specialty Care Services, Inc., a business corporation organized under the laws of the State of Florida, and adopted on January 23, 2001, by resolution of the sole member of Allied Specialty Care Services, LLC, a limited liability company, organized under the laws of the State of Delaware. The names of the corporations planning to merge are Allied Specialty Care Services, Inc., a Florida corporation (the "Merging Corporation"), and Allied Specialty Care Services, LLC, a Delaware limited liability company (the "Surviving LLC"). The name of the surviving corporation into which the Merging Corporation plans to merge is Allied Specialty Care Services, LLC (the "Surviving LLC").

1. Merging Corporation and Surviving LLC, shall pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of the Surviving LLC, be merged with and into a single corporation, to wit, the Surviving LLC, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist under its present name, pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of the Merging Corporation shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporations Act.

2. The Certificate of Formation of the Surviving LLC at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Formation of the Surviving LLC and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving LLC.

3. The Operating Agreement of the Surviving LLC at the effective time and date of the merger in the jurisdiction of its organization will be the Operating Agreement of said Surviving LLC and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The Board of Managers and Officers in office of the Surviving LLC at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Managers and first officers of the Surviving LLC, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving LLC.

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