

J65816

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

REHABWORKS, INC.

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ARTICLES OF MERGER

SUCCESSCARE, INC.
CMS THERAPY SERVICES, INC.
RWI THERAPY TECHNOLOGIES CORP.

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TALLAHASSEE, FLORIDA

INTO

REHABWORKS, INC.

The following Articles of Merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act").

1.
SURVIVING CORPORATION

The name and jurisdiction of the Surviving Corporation is: RehabWorks, Inc., a Florida corporation, Florida Document Number: J65816.

2.
MERGING CORPORATION

The name and jurisdiction of each merging corporation is:

SuccessCare, Inc., a North Carolina corporation
CMS Therapy Services, Inc., a Delaware corporation
RWI Therapy Technologies, Inc., a Delaware corporation

3.
PLAN OF MERGER

The Plan of Merger is attached.

4.

EFFECTIVE DATE

The merger shall become effective on September 15, 2003.

5.

ADOPTION OF MERGER

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on September 5, 2003 and Shareholder approval was not required. The Surviving Corporation owns all of the issued and outstanding stock of the merging corporations and no approval of any of the Boards of Directors of the merging corporations was required.

Dated this 8th day of September, 2003.

REHABWORKS, INC.

By: _____

Melissa Warlow, Vice President

SUCCESSCARE, INC.

By: _____

Melissa Warlow, Vice President

CMS THERAPY SERVICES, INC.

By: _____

Melissa Warlow, Vice President

RWI THERAPY TECHNOLOGIES CORP.

By: _____

Melissa Warlow, Vice President

PLAN OF MERGER
(Merger of Subsidiary Corporation)

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.

1. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of each subsidiary corporation: RehabWorks, Inc., a Florida corporation.

2. The name and jurisdiction of each subsidiary corporation is:

SuccessCare, Inc., a North Carolina corporation,
CMS Therapy Services, Inc., a Delaware corporation,
RWI Therapy Technologies, Inc., a Delaware corporation.

3. The manner and basis of converting the shares of each subsidiary into shares, obligations or other securities of the parent, 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, in whole or in part, into cash or other property are as follows:

The issued shares of SuccessCare, Inc., CMS Therapy Services, Inc., and RWI Therapy Technologies, Inc. shall not be converted in any manner, but each said share of each subsidiary which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The separate existence of SuccessCare, Inc., CMS Therapy Services, Inc., and RWI Therapy Technologies, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and RehabWorks, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Florida.

5. The Board of Directors and the proper officers of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.