

J65816

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MERGER OR SHARE EXCHANGE

REHABWORKS, INC.

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ARTICLES OF MERGER
REHABILITATIVE ASSOCIATES, INC.
INTO
REHABWORKS, INC.

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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 the Merging Corporation is: Rehabilitative Associates, Inc., a Florida corporation, Florida Document Number: 579502.

3.
PLAN OF MERGER

The Plan of Merger is attached.

4.
EFFECTIVE DATE

The merger shall become effective on September 16, 2003 at 1 p.m.

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 Corporation and no approval of the Board of Directors of the Merging Corporation was required.

Dated this 8th day of September, 2003.

REHABWORKS, INC.

By:



Melissa Warlow, Vice President

REHABILITATIVE ASSOCIATES,
INC.

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 the subsidiary corporation: RehabWorks, Inc., a Florida corporation.

2. The name and jurisdiction of each subsidiary corporation is: Rehabilitative Associates, Inc., a Florida corporation.

3. The manner and basis of converting the shares of the 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 Rehabilitative Associates, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The separate existence of Rehabilitative Associates, 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 jurisdiction of its organization.

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.