



**ROGER BESU, P.A. Attorneys at Law**

ROGER BESU, ESQ.  
ANDERSON CASTRO, ESQ.  
ANA I. MARTINEZ, ESQ.

1925 Brickell Avenue  
Suite D-206  
Miami, Florida 33129  
(305) 854-6363  
Fax: (305) 854-7550  
www.besulaw.com

November 2, 2001

Secretary of State  
The Capitol  
Tallahassee FL 32304

Re: DOCUMENTS OF MERGER OF PIPE REHAB TECHNOLOGIES MIAMI, INC  
TO PIPE REHAB TECHNOLOGIES LLC

Dear Sirs:

Enclosed please find documents pertaining to the merger of the above corporation.

We are also enclosing our check in the amount of \$42.75 representing the filing fees as well as a certified copy of the document.

If you need any further assistance please feel free to contact the undersigned.

Sincerely yours,

ROGER BESU

RB:vp  
Enc.

11/13  
900004666629--4  
-11/05/01--01073--015  
\*\*\*\*\*42.75 \*\*\*\*\*42.75  
900004666629--4  
-01/04/02--01031--002  
\*\*\*\*\*17.25 \*\*\*\*\*17.25

L01- 11113

FILED  
2001 DEC 21 PM 3:52  
DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

52

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

-----  
PIPE REHAB. TECHNOLOGIES MIAMI, INC., a Florida entity, P96000072616

INTO

**PIPE REHAB TECHNOLOGIES LLC**, a Florida entity, L01000011113

File date: December 31, 2001

Corporate Specialist: Shawn Logan

FILED  
2001 DEC 31 PM 3:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 8, 2001

ROGER BESU  
1925 BRICKELL AVE  
SUITE D-206  
MIAMI, FL 33129

SUBJECT: PIPE REHAB TECHNOLOGIES LLC  
Ref. Number: L01000011113

We have received your document for PIPE REHAB TECHNOLOGIES LLC and check(s) totaling \$42.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$17.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

Any reference to the limited liability company being a corporation must be removed.

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) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 101A00060707

**ARTICLES OF MERGER  
OF  
PIPE REHAB, TECHNOLOGIES MIAMI, INC.  
INTO  
PIPE REHAB TECHNOLOGIES LLC**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, PIPE REHAB TECHNOLOGIES LLC a Florida corporation, and PIPE REHAB TECHNOLOGIES MIAMI, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging MIAMI REHAB. TECHNOLOGIES MIAMI, INC., into PIPE REHAB TECHNOLOGIES LLC.

**Plan of Merger**

1. The Plan of Merger setting forth the terms and conditions of the merger of PIPE REHAB TECHNOLOGIES MIAMI INC., into PIPE REHAB TECHNOLOGIES LLC., is attached to these Articles as an exhibit and incorporated herein by reference.

**Adoption of Plan**

2. PIPE REHAB TECHNOLOGIES MIAMI, INC., adopted the Plan of Merger at a special meeting of the shareholders of PIPE REHAB TECHNOLOGIES MIAMI, INC., held on the 31st day of October, 2001.

3. PIPE REHAB TECHNOLOGIES LLC INC., adopted the Plan of Merger at a special meeting of the members of PIPE REHAB TECHNOLOGIES LLC., held on the 31st day of October, 2001.

**Effective Date**

4. The Plan of Merger shall be effective on the filing of these Articles with the Department of State.

PIPE REHAB TECHNOLOGIES LLC

By: Andreina Aycart

Andreina Aycart, Managing Member

ATTEST:


By: Andreina Aycart

Secretary


(seal)

FILED  
2001 DEC 21 13:52  
CLERK OF THE  
DEPARTMENT OF  
STATE  
TALLAHASSEE,  
FLORIDA

PIPE REHAB TECHNOLOGIES MIAMI INC.

By:   
Andreina Aycart, President

ATTEST:

By:  (seal)  
ANDREINA AYCART Secretary

FILED  
2020 DEC 31 PM 3:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**by**  
**PIPE REHAB TECHNOLOGIES MIAMI, INC.**  
**with and into**  
**PIPE REHAB TECHNOLOGIES LLC.**  
**under the name of**  
**PIPE REHAB TECHNOLOGIES LLC**

This is a Plan and Agreement of Merger (Agreement) between PIPE REHAB TECHNOLOGIES MIAMI INC., a Florida corporation (the Merging Corporation), and PIPE REHAB TECHNOLOGIES LLC, (the Surviving Company).

**ARTICLE 1. PLAN OF MERGER**

**Plan Adopted**

1.01. A plan of merger of PIPE REHAB TECHNOLOGIES MIAMI, INC., and PIPE REHAB TECHNOLOGIES LLC, pursuant to Section 607.1101 of the Florida Statutes, is adopted as follows:

(a) PIPE REHAB TECHNOLOGIES INC., shall be merged with and into PIPE REHAB TECHNOLOGIES LLC, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Company shall be PIPE REHAB TECHNOLOGIES LLC

(c) When this agreement shall become effective, the separate corporate existence of PIPE REHAB TECHNOLOGIES MIAMI INC., shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of PIPE REHAB TECHNOLOGIES MIAMI INC., and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Company will carry on business with the assets of PIPE REHAB TECHNOLOGIES MIAMI INC., as well as with the assets of PIPE REHAB TECHNOLOGIES LLC

FILED  
2009 DEC 31 PM 3:52  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

(e) The shareholders of PIPE REHAB TECHNOLOGIES MIAMI, INC., will surrender all of their shares in the manner hereinafter set forth.

(f) In exchange for the shares of PIPE REHAB TECHNOLOGIES MIAMI INC., surrendered by its shareholders, the Surviving Company will issue and transfer to these shareholders, on the basis set forth in Article 4 below, membership certificates in Total Capital Account.

(g) The shareholders of PIPE REHAB TECHNOLOGIES LLC, will retain their membership interest of the Surviving Company.

(h) The Articles of Organization of PIPE REHAB TECHNOLOGIES LLC., as existing on the effective date of the merger, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.

#### **Effective Date**

1.02. The effective date of the merger shall be the date when the Articles of Merger are filed by the Department of State.

#### **ARTICLE 2. MANNER AND BASIS OF CONVERTING SHARES**

2.01 The Manner and Basis of converting the shares of each corporation and the Manner and Basis of converting rights to acquire shares of each corporation is:

(a) Each share of the one Dollar (\$1.00) par value Common stock of PIPE REHAB TECHNOLOGIES MIAMI INC., issued and outstanding on the effective date of the merger shall be converted into one percent of the Total Capital Account of PIPE REHAB TECHNOLOGIES LLC, which membership certificates of PIPE REHAB TECHNOLOGIES LLC., shall thereupon be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each shareholder of certificates for shares of Common stock in PIPE REHAB TECHNOLOGIES MIAMI INC., shall surrender them to PIPE REHAB TECHNOLOGIES LLC, or its duly appointed agent, in such manner as PIPE REHAB TECHNOLOGIES LLC, shall legally require. On receipt of such share certificates, PIPE REHAB TECHNOLOGIES LLC., shall issue and exchange therefore membership certificates for percentages of the Total Capital Account in PIPE REHAB TECHNOLOGIES LLC., representing the number of Membership Certificates to which such holder is entitled as provided above.

(c) Holders of certificates of Common stock of PIPE REHAB TECHNOLOGIES MIAMI INC., shall not be entitled to dividends and/or distributions payable on membership certificates in PIPE REHAB

TECHNOLOGIES LLC, until membership certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends and/or distributions on their interest on PIPE REHAB TECHNOLOGIES LLC., and paid between the effective date of the merger and the issuance to such stockholder of the certificate for membership interest in PIPE REHAB TECHNOLOGIES LLC.

**ARTICLE 3. DIRECTORS AND OFFICERS**  
**Directors and Officers of PIPE REHAB TECHNOLOGIES LLC**

3.01. (a) The present Board of Directors of PIPE REHAB TECHNOLOGIES LLC., shall be dissolved and ANDREINA AYCART shall serve as the Managing Director of the Surviving Company until the next annual meeting or until her successor has been elected and qualified.

**ARTICLE 4. OPERATING AGREEMENT**

**Operating Agreement Survivor**

4.01. The Operating Agreement of PIPE REHAB TECHNOLOGIES LLC, as existing on the Effective Date of the merger, shall continue in full force as the Operating Agreement of the Surviving Company until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

IN WITNESS WHEREOF, this Agreement was executed on this 31<sup>st</sup> day of Oct 2001.

PIPE REHAB TECHNOLOGIES LLC

By: [Signature]  
ANDREINA AYCART Managing Member

ATTEST:

By: [Signature] (seal)  
Secretary

PIPE REHAB TECHNOLOGIES MIAMI INC.

By: [Signature]  
ANDREINA AYCART, President

ATTEST:

By: [Signature] (seal)  
ANDREINA AYCART, Secretary

This instrument was prepared by ROGER BESU, P.A., whose address is 1925 Brickell Ave., Suite D206, Miami, FL 33129.