

Division of Corporations

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Account Name : BARNETT, BOLT, KIRKWOOD & LONG
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MERGER OR SHARE EXCHANGE

MT. VERNON, LLC

Certificate of Status	1
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\$105.00

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**ARTICLES OF MERGER
MERGING PARK PLACE OF ST. PETERSBURG, INC.,
INTO MT. VERNON, LLC**

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Pursuant to Sections 607.1109 and 608.1382 of the Florida Statutes, Park Place of St. Petersburg, Inc., a Florida corporation, hereby delivers these Articles of Merger for the purpose of merging Park Place of St. Petersburg, Inc., into Mt. Vernon, LLC, a Florida limited liability company (the "Merger").

1. A copy of the Plan of Merger is (the "Plan") is attached as Exhibit A to these Articles of Merger.

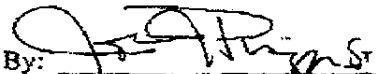
2. The Plan was approved by Park Place of St. Petersburg, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Plan was approved by Mt. Vernon, LLC, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**PARK PLACE OF
ST. PETERSBURG, INC.,**
a Florida corporation

MT. VERNON, LLC,
a Florida limited liability company

By:

 11/30/03
John J. Piazza, Sr., President Date

By:

 11/30/03
John J. Piazza, Sr., President Date

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Exhibit A

PLAN OF MERGER

This **PLAN OF MERGER** (this "Plan") is hereby adopted by **PARK PLACE OF ST. PETERSBURG, INC.**, a Florida corporation, and **MT. VERNON, LLC**, a Florida limited liability company, for the purpose of merging Park Place of St. Petersburg, Inc., into Mt. Vernon, LLC, in accordance with the provisions of Sections 607.1108 and 608.438 of the Florida Statutes. Mt. Vernon, LLC, is sometimes referred to herein as the "**Surviving Entity**".

1. **Merger.** Park Place of St. Petersburg, Inc., will be merged with and into Mt. Vernon, LLC, pursuant to and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes (the "**Merger**"). As a result of the Merger, the separate existence of Park Place of St. Petersburg, Inc., will cease, and Mt. Vernon, LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of Park Place of St. Petersburg, Inc., and will be responsible for the debts, liabilities and obligations of Park Place of St. Petersburg, Inc.

2. **Treatment of Ownership Interests.** Each membership interest in Mt. Vernon, LLC, issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of Park Place of St. Petersburg, Inc., issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.

3. **Management of Surviving Entity.** Management of the Surviving Entity shall be vested in its members. The name and business address of the sole member of the Surviving Entity is Adult Care Holding Corp., 13777 Belcher Road South, Largo, Florida 33771.

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