

L03000023030

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EFFECTIVE DATE
6-30-03

MERGER OR SHARE EXCHANGE

HBS-FL ACQUISITION, LLC

Rider # 5879836 SO

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 25, 2003

HBS-FL ACQUISITION, LLC
1500 WATERS RIDGE DRIVE
LEWISVILLE, TX 75057

SUBJECT: HBS-FL ACQUISITION, LLC
REF: L03000023030

EFFECTIVE DATE

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H03000220044
Letter Number: 503A00038606

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ARTICLES OF MERGER**Merging****Horizon Behavioral Services of Florida, Inc.****Into****HBS-FL Acquisition, LLC****EFFECTIVE DATE:**
6-30-03

The following Articles of Merger are being submitted in accordance with Sections 607.1108 and 608.438 of the Florida Statutes:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Horizon Behavioral Services of Florida, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Florida	Profit Corporation
Florida Document/Registration Number: L15883		FEI Number: 59-3007356

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TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HBS-FL Acquisition, LLC 1500 Waters Ridge Drive Lewisville, TX 75057	Florida	Limited Liability Company
Florida Document/Registration Number: <u>L03200023020</u>		FEI Number: (Applied for)

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes, and was approved in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, including Section 608.4381, by written consent of the sole Member of the surviving entity on June 16, 2003, and was approved in accordance with the applicable provisions of Chapter 607 of the Florida

Statutes, including Section 607.1103, by the written consent of the sole Director and sole shareholder of the merging entity on June 16, 2003.

FOURTH: The merger is permitted under the laws of the State of Florida.

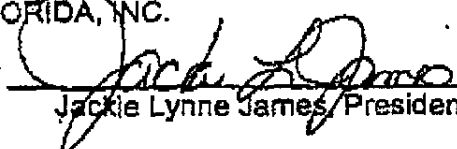
FIFTH: The merger shall become effective on June 30, 2003 at 11:59 P.M.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: The name of the surviving entity will be Horizon Behavioral Services of Florida, LLC upon the effectiveness of the Merger.

HORIZON BEHAVIORAL SERVICES OF
FLORIDA, INC.

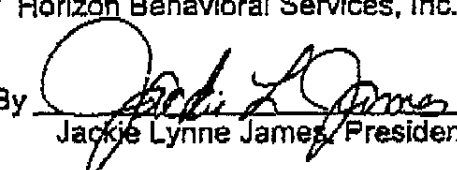
By


Jackie Lynne James, President

HBS-FL ACQUISITION, LLC

By Horizon Behavioral Services, Inc., Member

By


Jackie Lynne James, President

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER
FOR THE MERGER OF
HORIZON BEHAVIORAL SERVICES OF FLORIDA, INC.
INTO
HBS-FL ACQUISITION, LLC**

This Plan of Merger (the "Plan of Merger") is entered into by and between Horizon Behavioral Services of Florida, Inc., a Florida corporation ("HBS of Florida"), and HBS-FL Acquisition, LLC, a Florida limited liability company (the "Surviving Entity"), pursuant to which, among other things, HBS of Florida will merge with and into the Surviving Entity.

The terms and conditions of the Merger are as follows:

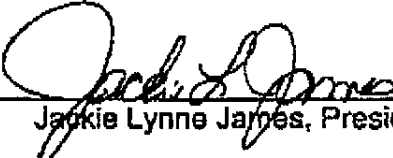
- A. The Merger shall be effective on June 30, 2003 at 11:59 P.M. (the "Effective Time").
- B. At the Effective Time, the separate existence of HBS of Florida shall cease and HBS of Florida shall be merged into the Surviving Entity, and all the property, assets, rights, privileges, powers, franchises and immunities of HBS of Florida shall vest in the Surviving Entity, and all debts, liabilities and obligations of HBS of Florida shall become the debts, liabilities and obligations of the Surviving Entity.
- C. Because both HBS of Florida and the Surviving Entity are wholly-owned subsidiaries of Horizon Behavioral Services, Inc., a Delaware corporation, at the Effective Time, each share of common stock of HBS of Florida issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by HBS of Florida, the Surviving Entity or any other person, be canceled.
- D. The Surviving Entity of the Merger shall continue in existence under the new name, "Horizon Behavioral Services of Florida, LLC".
- E. The Articles of Organization of HBS-FL Acquisition, LLC shall continue to be the Articles of Organization of the Surviving Entity.
- F. The Surviving Entity shall be member-managed, and the sole member shall be Horizon Behavioral Services, Inc. at 1500 Waters Ridge Drive, Lewisville, Texas 75057.

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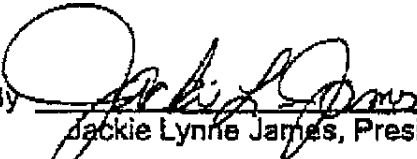
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EXECUTED this 16th day of June, 2003.

HORIZON BEHAVIORAL SERVICES OF
FLORIDA, INC.

By 
Jackie Lynne James, President

HBS-FL ACQUISITION, LLC
By Horizon Behavioral Services, Inc., Member

By 
Jackie Lynne James, President

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