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MERGER OR SHARE EXCHANGE

HOSPICE INVESTMENTS, L.C.

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ARTICLES OF MERGER

HOSPICE INVESTMENTS, L.C.
A Maryland Limited Liability Company

INTO

HOSPICE INVESTMENTS, L.C.
A Florida Limited Liability Company

✓ L03000026207

Pursuant to the provisions of § 606.4382 of the Florida Limited Liability Act (the "Act"), the undersigned limited liability companies submit the following Articles of Merger for filing:

FIRST: The Plan of Merger attached hereto as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger") was adopted, in accordance with § 606.438 of the Act, by the unanimous vote of the members of Hospice Investments, L.C., a limited liability company governed by the laws of the State of Florida (the "Florida Company") and by the unanimous vote of the members of Hospice Investments L.C., a limited liability company governed by the laws of the State of Maryland (the "Maryland Company"), in accordance with the Maryland Limited Liability Company Act.

SECOND: The name of the surviving party to the merger is Hospice Investments, L.C., a limited liability company governed by the laws of the State of Florida (the "Surviving Company"), and the address of the principal office of the Surviving Company in the State of Florida is 133 Via Paradiso, Palm Beach Gardens, Florida 33418.

THIRD: The Plan of Merger is permitted by the State of Maryland, and the Maryland Company has complied with the laws of the State of Maryland in effecting the Plan of Merger.

IN WITNESS WHEREOF, the undersigned limited liability companies have caused these Articles of Merger to be signed in their respective names on their behalf by their respective Managers, on this 28 day of July, 2003.

HOSPICE INVESTMENTS, L.C.
a Maryland limited liability company

HOSPICE INVESTMENTS, L.C.
a Florida limited liability company

By: [Signature]
Mark Eisenberg, Member

By: [Signature]
Mark Eisenberg, Member

By: [Signature]
Lawrence J. Eisenberg, Member and Manager

By: [Signature]
Lawrence J. Eisenberg, Member and Manager

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EXHIBIT "A"
to
ARTICLES OF MERGER

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EXHIBIT A**PLAN OF MERGER**

HOSPICE INVESTMENTS, L.C.
 A Maryland Limited Liability Company
INTO
HOSPICE INVESTMENTS, L.C.
 A Florida Limited Liability Company

ARTICLE I
MERGER

In accordance with the laws of the State of Florida, and subject to the terms and conditions hereinafter set forth, Hospice Investments, L.C., a Maryland limited liability company (the "Old Company") whose principal office is located in Montgomery County, Maryland, shall be merged into Hospice Investments, L.C., a Florida limited liability company (the "New Company") which was organized July 16, 2003, and the separate legal existence of the Old Company shall thereupon cease. The New Company shall be the surviving limited liability company (the "Surviving Company"), and the Surviving Company shall continue to have the name "Hospice Investments, L.C." and be governed by the laws of the State of Florida. The terms of the Merger, the mode of carrying them into effect, and the manner and basis of converting the membership interests in the Old Company into membership interests in the Surviving Company shall be as set forth in this Plan of Merger and the Articles of Merger to be filed with the Florida Department of State (the "Department"), making this Plan of Merger a matter of public record.

ARTICLE II
ARTICLES OF ORGANIZATION

The Articles of Organization of the New Company, as in effect immediately prior to the Effective Time of the Merger (as defined below), shall constitute the Articles of Organization of the Surviving Company at the Effective Time of the Merger.

ARTICLE III
OPERATING AGREEMENT

The Operating Agreement of the Old Company, as in effect immediately prior to the Effective Time of the Merger, shall constitute the Operating Agreement of the Surviving Company at the Effective Time of the Merger.

ARTICLE IV
MANAGER AND OFFICERS

The Managers and officers of the New Company immediately prior to the Effective Time of the Merger shall continue in their respective positions with the Surviving Company at the Effective Time of the Merger.

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ARTICLE V EXCHANGE PROCEDURES

5.1 The percentages of membership interest of each class of membership interest of each limited liability company is as follows:

Old Company: Two classes of membership interests, Class A and Class B, owned by two members. Class A Membership Interests are owned 66.66% and 33.33% as between the two members. Class B Membership Interests are owned 50% and 50% as between the two members.

New Company: Two classes of membership interests, Class A and Class B, owned by two members. Class A Membership Interests are owned 66.66% and 33.33% as between the two members. Class B Membership Interests are owned 50% and 50% as between the two members.

5.2 The membership interests of the Old Company, representing 100 percent of the membership interest in the Old Company, issued and outstanding immediately prior to the Effective Time of the Merger (the "Old Company Interests") shall be canceled and converted into membership interests of the New Company, representing 100 percent of the membership interest in the New Company (the "New Company Interests"), resulting in an aggregate consideration for the Old Company Interests of 100% of the New Company Interests. The aggregate consideration for the Old Company Interests is referred to herein as the "Merger Consideration."

5.3 Promptly after the Effective Time of the Merger, upon surrender to the Secretary of the New Company of a certificate or certificates that immediately prior to the Effective Time of the Merger represented outstanding Old Company Interests (the "Certificates"), together with a letter of transmittal duly executed and such other documents as the Surviving Company may reasonably request, a holder of a Certificate shall be entitled to receive in exchange therefor his portion of the Merger Consideration.

5.4 The class of members and the respective percentage of membership interest and each class of membership interest in each limited liability company is as follows:

<u>Company</u>	<u>Members</u>	<u>Class of Membership Interests</u>	<u>Interest</u>
Old Company	Mark Eisenberg	Class A	66.66%
		Class B	50%
	Lawrence J. Eisenberg	Class A	33.33%
		Class B	50%
New Company	Mark Eisenberg	Class A	66.66%
		Class B	50%
	Lawrence J. Eisenberg	Class A	33.33%
		Class B	50%

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ARTICLE VI EFFECT OF MERGER

At the Effective Time of the Merger, the effect of the Merger shall be as provided by the applicable provisions of Section 608.4383 of the Florida Limited Liability Company Act ("the Act"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time of the Merger: (i) the separate existence of the Old Company shall cease; (ii) the New Company shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Old Company; (iii) all obligations belonging to or due the Old Company shall be vested in, and become the obligations of, the New Company without further act or deed; (iv) title to any real estate or interest therein vested in the Old Company shall not revert or in any way be impaired by reason of the Merger; (v) all rights of creditors and all liens upon any property of the Old Company shall be preserved unimpaired; and (vi) the New Company shall be liable for all of the obligations of the Old Company, and any claim existing, or action or proceeding pending, by or against the Old Company may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

ARTICLE VII EFFECTIVE TIME OF MERGER

As used in this Plan of Merger, the "Effective Time of the Merger" shall mean the date upon which the Department endorses this Plan of Merger as "filed" in accordance with § 608.4082 of the Act.

ARTICLE VIII NO INTEREST IN LAND

Neither limited liability company which is a party to the merger owns an interest in land in Maryland.

ARTICLE IX TERMS OF MERGER; APPROVAL

The terms and conditions of the merger were advised, authorized, and approved by each limited liability company in the manner and by the vote required by its Articles of Organization and Operating Agreement and the laws of the place where it is organized. The manner of approval was by unanimous vote of the members of each limited liability company.

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**ARTICLE X
SUBSEQUENT SERVICE OF PROCESS**

The successor limited liability company, New Company hereby agrees that it may be served with process in the State of Maryland in any action, suit, or proceeding for the enforcement of any obligation of the non-surviving limited liability company, Old Company that arose prior to the date of these Articles of Merger and irrevocably appoints the Maryland State Department of Assessments and Taxation as its agent to accept service of process in any such action, suit, or proceeding. A copy of the process for any such action, suit, or proceeding may be mailed to the following address:

133 Via Paredale
Palm Beach Gardens, FL 33418

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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