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Division of Corporations

**L030000 31791**

Florida Department of State  
Division of Corporations  
Public Access System

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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

**RESUBMIT**

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**MERGER OR SHARE EXCHANGE**

**INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC**

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Certificate of Status	0
Certified Copy	2
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Estimated Charge	\$105.00

\$120.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 27, 2003

INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC  
910 RIDGEBROOK ROAD  
SPARKS, MD 21152

SUBJECT: INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC  
REF: L03000031791

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)(a), 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) 245-6025.

Trevor Brumbley  
Document Specialist

FAX Aud. #: E03000262383  
Letter Number: 503A00048358

**RESUBMIT**

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC.	Florida	Corporation

Florida Document/Registration Number: M71968

FBI Number: 52-1574211

Date of Formation: March 15, 1988

**SECOND:** The exact name, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC	Florida	Limited Liability Company

Florida Document/Registration Number: L03080031791

FBI Number: Application Pending

Date of Formation: August 25, 2003

**THIRD:** The attached Plan and Agreement of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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**SIXTH:** The merger shall become effective at a time (the "Effective Time") immediately upon the closing of that certain Stock Purchase Agreement between Integrated Health Services, Inc., a Delaware corporation, and ABE Brierwood Corp., a Nevada corporation, dated as of January 28, 2003, and shall only be effective if at such time the sole stockholder of the terminating corporation and the sole member of the surviving entity are one and the same.

**SEVENTH: SIGNATURE(S) FOR EACH PARTY:**

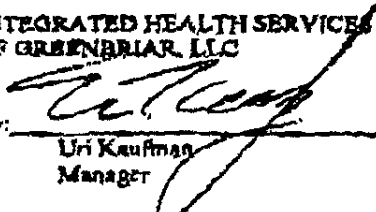
Dated: August 26, 2003  
But Effective as of the Effective Time

INTEGRATED HEALTH SERVICES  
OF GREEN BRIAR, INC.

By:   
Uri Kaufman  
President

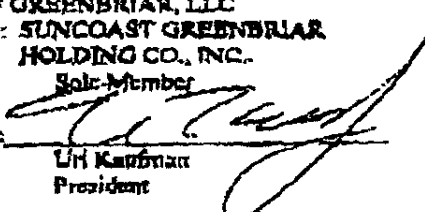
Dated: August 26, 2003  
But Effective as of the Effective Time

INTEGRATED HEALTH SERVICES  
OF GREENBRIAR, LLC

By:   
Uri Kaufman  
Manager

INTEGRATED HEALTH SERVICES  
OF GREENBRIAR, LLC

By: SUNCOAST GREENBRIAR  
HOLDING CO., INC.

Sole Member  
By:   
Uri Kaufman  
President

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PLAN AND AGREEMENT OF MERGER

OF

INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC.

(a Florida corporation)

AND

INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC

(a Florida limited liability company)

PLAN AND AGREEMENT OF MERGER (sometimes, hereinafter, this "Agreement") approved as of the Effective Time (as defined hereinbelow), by INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC., a business corporation of the State of Florida, and by resolution adopted by its Sole Stockholder and Board of Directors as of the Effective Time, but only to be effective as of the Effective Time, and approved as of the Effective Time by INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, a limited liability company formed under the laws of State of Florida, and by resolution adopted by its sole manager and sole member as of the Effective Time, but only to be effective as of the Effective Time.

WHEREAS, INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC. is a business corporation of the State of Florida; and

WHEREAS, the total number of shares of stock which INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC. has authority to issue is 1,000, all of which are of one class and of a par value of \$.01, and all of which are held by one stockholder; and

WHEREAS, INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, is a limited liability company formed under the laws of State of Florida; and

WHEREAS, there is only one class of members and one member and one manager of INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC; and

WHEREAS, it is contemplated that, as of the Effective Time, there will only be one stockholder of INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC., which will be the same as the sole member of INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC; and

WHEREAS, INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC., and its Board of Directors, and INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, and its sole member and manager, declare it advisable and to the advantage, welfare, and best interests of said entities and their sole stockholder and sole member, as the case may be (who, as of the Effective Time, will be the same), to merge INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC. with and into

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INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC pursuant to the provisions of the General Corporation Law of the State of Florida and the Limited Liability Company Act of the State of Florida, and upon, and subject to, the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Sole Stockholder and the Board of Directors of INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC. and duly approved by a resolution adopted by the sole manager and sole member of INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, this Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC. and INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC shall, pursuant to the provisions of the General Corporation Law of the State of Florida and the Limited Liability Company Act of the State of Florida, and as of the Effective Time, be merged with and into a single limited liability company, to wit, INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, which shall be the surviving entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Florida.

2. The separate existence of INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Florida.

3. The Certificate of Formation of the surviving entity, as now in force and effect, shall continue to be the Certificate of Formation of said surviving entity and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Florida.

4. The present Operating Agreement of the surviving entity will be the Operating Agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Florida.

5. The manager of the surviving entity at the effective time of the merger shall be the first manager of the surviving entity, who shall maintain his position until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the Operating Agreement of the surviving entity. The name of the sole manager of the surviving entity is Uri Kaufman, whose address shall be c/o Steven B. Rothschild, P.C., Suite 200, 747 Chestnut Ridge Road, Spring Valley, NY 10977.

6. All of the issued shares of the terminating corporation (which, as of the Effective Time, shall be owned by one stockholder), shall, at the Effective Time of the merger, be converted into a membership interest in the surviving entity, and the membership interests of the surviving entity shall not be converted or exchanged in any manner, but each said membership interest which is issued as of the Effective Time of the merger shall continue to represent one membership interest of the surviving entity. As a result thereof, since the sole stockholder of the terminating corporation, and the sole member of the surviving entity, at the Effective Time of the merger, are one and the same; therefore, all of the membership interests of the surviving entity shall be held by one and the same member.

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7. In the event that this Agreement shall have been fully adopted upon behalf of the terminating corporation and of the surviving entity in accordance with the provisions of the General Corporation Law of the State of Florida and Limited Liability Company Act of the State of Florida, respectively, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation, and the manager of the surviving entity, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement or of the merger herein provided for.

9. The effective time (the "Effective Time") of this Agreement, and the time when the merger therein agreed upon shall become effective, shall be immediately upon the closing of that certain Stock Purchase Agreement between Integrated Health Services, Inc., a Florida corporation, and ABE Brierwood Corp., a Nevada corporation, dated as of January 28, 2003, and shall only be effective if at the Effective Time the sole stockholder of the terminating corporation and the sole member of the surviving entity are one and the same.

10. Notwithstanding the full adoption of this Agreement, this Agreement may be terminated at any time prior to the Effective Time and the effectiveness of this Merger, by the board of directors of the terminating corporation, or the manager of the surviving entity, if said closing does not occur, by the filing of a certificate of termination in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby signed upon behalf of each of the constituent entities parties thereto, all as of and effective upon the Effective Time (as defined thereinabove).

Dated: August 25, 2003

INTEGRATED HEALTH SERVICES OF  
GREENBRIAR, INC.

By: 

Uri Kaufman  
President

Dated: August 27, 2003

INTEGRATED HEALTH SERVICES OF  
GREENBRIAR, LLC

By: 

Uri Kaufman  
Manager

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**CERTIFICATE OF PRESIDENT AND SECRETARY OF INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC.**

The undersigned, being the President and Secretary of INTEGRATED HEALTH SERVICES OF GREEN BRIAR, INC., a business corporation of the State of Florida, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the sole stockholder entitled to vote of said corporation and written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Florida, all as of and effective upon the Effective Time (as defined thereinabove).

Dated: August 26, 2003

But Effective as of the Effective Time

By: Uri Kaufman  
President and Secretary**CERTIFICATE OF MANAGER OF INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC**

The undersigned, being the President and Secretary of INTEGRATED HEALTH SERVICES OF GREENBRIAR, LLC, a limited liability company formed under the laws of State of Florida, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the sole member of said limited liability company and written consent has been given to the adoption of the foregoing Agreement of Merger thereby, in accordance with its Operating Agreement and the provisions of Limited Liability Company Act of the State of Florida, all as of and effective upon the Effective Time (as defined thereinabove).

Dated: August 26, 2003

But Effective as of the Effective Time

By: Uri Kaufman  
Manager

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