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To Whom It May Concern:

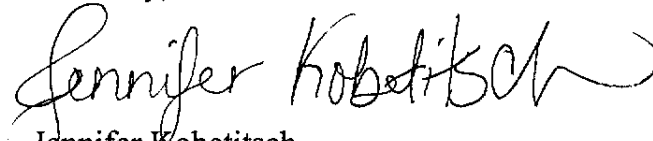
Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$120.00** for the applicable filing fees and fees to obtain **Two (2) Certified Copies** of the Articles of Merger for the following entity:

**LAKEVIEW TERRACE HEALTH CARE CENTER, INC.**  
(Document No. P02000105025) into

**LAKEVIEW TERRACE HEALTH CARE CENTER, LLC**  
(Document No. L04000091025)

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,

  
Jennifer Kobetitsch  
Office Administrator

JCK  
Enclosures

**ARTICLES OF MERGER  
MERGING  
LAKEVIEW TERRACE HEALTH CARE CENTER, INC.  
WITH AND INTO  
LAKEVIEW TERRACE HEALTH CARE CENTER, LLC**

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TALLAHASSEE, FLORIDA

Pursuant to Sections 608.438, 608.4381 and 608.4382 of the Florida Limited Liability Company Act and Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act, LAKEVIEW TERRACE HEALTH CARE CENTER, INC. ("Lakeview Inc."), a Florida corporation, and LAKEVIEW TERRACE HEALTH CARE CENTER, LLC ("LTHCC"), a Florida limited liability company, hereby adopt the following Articles of Merger:

**ARTICLE I**

The name, type of entity and state of organization of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
LAKEVIEW TERRACE HEALTH CARE CENTER, INC. 902000105025	Florida	Corporation
LAKEVIEW TERRACE HEALTH CARE CENTER, LLC	Florida	Limited Liability Company

**ARTICLE II**

Effective on December 28, 2004 (the "Effective Date"), Lakeview Inc. shall be merged with and into LTHCC and LTHCC shall be the surviving business entity.

**ARTICLE III**

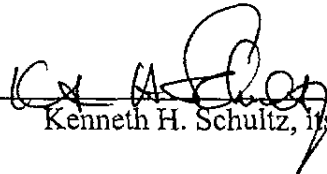
The Plan of Merger pursuant to which Lakeview Inc. shall merge with and into LTHCC (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

**ARTICLE IV**

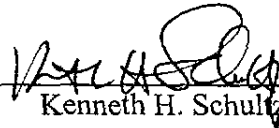
The Plan of Merger was adopted by the sole member of LTHCC on December 21, 2004, in accordance with the applicable provisions of Chapter 608, *Florida Statutes*. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of Lakeview Inc. on December 21, 2004, in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. There are no dissenting members or dissenting shareholders of either of the constituent business entities.

IN WITNESS WHEREOF, these Articles of Merger are dated this 22nd day of December, 2004.

LAKEVIEW TERRACE HEALTH CARE  
CENTER, INC., a Florida corporation

By:  \_\_\_\_\_  
Kenneth H. Schultz, its Secretary

LAKEVIEW TERRACE HEALTH CARE  
CENTER, LLC, a Florida limited liability  
company

By:  \_\_\_\_\_  
Kenneth H. Schultz, its Secretary

## EXHIBIT A

### **PLAN OF MERGER OF LAKEVIEW TERRACE HEALTH CARE CENTER, INC. WITH AND INTO LAKEVIEW TERRACE HEALTH CARE CENTER, LLC**

THIS PLAN OF MERGER is among LAKEVIEW TERRACE HEALTH CARE CENTER, INC., a Florida corporation ("Lakeview Inc."), and LAKEVIEW TERRACE HEALTH CARE CENTER, LLC, a Florida limited liability company ("LTHCC LLC").

1. The principal place of business for both Lakeview Inc. and LTHCC LLC is located at 1095 W. Morse Boulevard, Winter Park, Florida 32789.
2. Lakeview Inc. has one thousand (1,000) shares of common stock, par value \$0.01, authorized (the "Lakeview Inc. Stock"), of which one hundred (100) shares are issued and outstanding, and all of which are issued to Developmental Holdings, Inc., a Florida corporation ("DHI," and in this capacity, also referred to herein as the "Shareholder"), and there are no options or other rights to acquire additional shares of capital stock issued or outstanding.
3. All of the membership interests of LTHCC LLC (the "LLC Interests") are owned one hundred percent (100%) by DHI (in this capacity, also referred to herein as the "Member"), and there are no options or other rights to acquire additional membership interests in LTHCC LLC issued or outstanding.
4. Lakeview Inc. will merge with and into LTHCC LLC as of the Effective Date (as defined below), whereupon Lakeview Inc. will cease to exist and the businesses of Lakeview Inc. and LTHCC LLC will continue through the Surviving Entity (as defined below).
5. LTHCC LLC is a single member limited liability company that is "disregarded" as an entity separate from its owner for federal income tax purposes.
6. DHI has filed an election to treat Lakeview Inc. as a Qualified Subchapter S Subsidiary, and therefore, Lakeview Inc. is "disregarded" as an entity separate from its owner for federal income tax purposes.

## ARTICLE I

### 1.1 Names of Constituent Entities.

Name of Target Entity: LAKEVIEW TERRACE HEALTH CARE CENTER, INC., a Florida corporation

Name of Surviving Entity: LAKEVIEW TERRACE HEALTH CARE CENTER, LLC, a Florida limited liability company

1.2 The Merger. As of the Effective Date, Lakeview Inc. shall merge with and into LTHCC LLC (the "**Merger**"), the separate existence of Lakeview Inc. shall thereupon cease, and LTHCC LLC shall be the surviving entity in the Merger (the "**Surviving Entity**") and shall continue its legal existence under the laws of the State of Florida.

1.3 Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporations Act, as amended (the "**FBCA**"), and the Florida Limited Liability Company Act, as amended (the "**FLLCA**") (with the FBCA and the FLLCA referred to herein collectively as the "**Acts**").

1.4 Effective Date. The Merger shall become effective on December 28, 2004 (the "**Effective Date**"). The Parties hereto will file with the Florida Secretary of State (the "**Secretary of State**") Articles of Merger and other necessary documents (the "**Merger Documents**"), in such form as required by, and executed in accordance with, the relevant provisions of the Acts in order to effect the Merger as of the Effective Date.

## ARTICLE 2

2.1 Lakeview Inc. Stock. As of the Effective Date, each share of Lakeview Inc. Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and canceled.

2.2 LTHCC LLC Interests. As of the Effective Date, all of the LLC Interests issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as membership interests of the Surviving Entity. No additional LLC Interests shall be issued to the Member or to any other person or entity in connection with the Merger.

2.3 No Conversion. Since all of the LLC Interests and all of the shares of Lakeview Inc. Stock issued and outstanding immediately prior to the Effective Date are owned by DHI, no conversion of the issued and outstanding Lakeview Inc. Stock into LLC Interests is necessary. Therefore, immediately after the Merger, the LLC Interests shall continue to be issued and owned as follows:

<b>Sole Member and Managing Member Name and Address</b>	<b>Ownership Percentage of the issued and outstanding Lakeview Terrace Health Care Center, LLC Membership Interests</b>
Developmental Holdings, Inc. 1095 West Morse Boulevard Winter Park, FL 32789	100%

2.4 Federal Income Tax Treatment. Since for federal income tax purposes: (i) each Constituent Entity is "disregarded" as an entity separate from its owner, and (ii) DHI is deemed

to be the sole owner of all of the assets and liabilities of each Constituent Entity, the merger of Lakeview Inc. with and into LTHCC LLC will be "disregarded" and without effect for federal income tax purposes.

2.5 Rights and Obligations of Lakeview Inc. In accordance with and insofar as permitted by the applicable provisions of the Acts: (i) the Surviving Entity shall possess all rights, privileges and powers of Lakeview Inc., (ii) all property and assets of Lakeview Inc. shall vest in the Surviving Entity without any further act or deed, and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of Lakeview Inc.

### ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of Lakeview Inc. in effect immediately prior to the Effective Date shall be canceled and thereafter of no further force or effect as of the Effective Date.

3.2 LTHCC LLC Articles of Organization. The Articles of Organization of LTHCC LLC in effect immediately prior to the Effective Date shall be and will remain the Articles of Organization of the Surviving Entity, until such Articles shall be amended as provided by law.

3.3 LTHCC LLC Operating Regulations. The Operating Regulations of LTHCC LLC in effect immediately prior to the Effective Date shall be and will remain the Operating Regulations of the Surviving Entity, until the same shall be altered, amended, or repealed as provided by law.

3.4 LTHCC LLC Membership Interests. The membership interests of LTHCC LLC issued and outstanding immediately prior to the Effective Date shall be and will remain the issued and outstanding membership interests of the Surviving Entity until such time as the number of members is altered in accordance with the terms of the Operating Regulations of the Surviving Entity.

### ARTICLE 4

4.1 Amendment. The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Shareholder and the Member shall be subject to the limitations specified in the Acts.

4.2 Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Shareholder and the Member if the Member of LTHCC LLC and/or the Board of Directors of Lakeview Inc. determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

4.3 Member and Shareholder Approval. This Plan of Merger shall be submitted to the Member and the Shareholder for approval prior to the Effective Date.

4.4 Filing of Articles of Merger. After obtaining such approval by the Shareholder

and the Member, LTHCC LLC and Lakeview Inc. are hereby authorized and directed to cause all required documents to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Date.