

09/27/2005

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GASSMAN BATES

PAGE 01

Page 1 of 1

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MERGER OR SHARE EXCHANGE

COUNTRYSIDE FUTURE HEALTHCARE, L.L.C.

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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, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Country Side Future Healthcare, Inc. 3231 McMullen Booth Road Safety Harbor, FL 34695	Florida	Corporation
Florida Document Registration Number: <u>p95000033654</u>		FEI Number: <u>59-3315347</u>
2. _____	_____	_____
Florida Document Registration Number: _____		FEI Number: _____
3. _____	_____	_____
Florida Document Registration Number: _____		FEI Number: _____
4. _____	_____	_____
Florida Document Registration Number: _____		FEI Number: _____

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
727-442-1200
Florida Bar # 371750

(Attach additional sheet(s) if necessary)

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

Name and Street Address	Jurisdiction	Entity Type
Countrys de Futuro Healthcare, L.L.C.	Florida	limited liability company
4896 Silverthorn Court		
Oldsmar, FL 34671		

Florida Document/Registration Number: L05000047353FBI Number: N/A

THIRD: The attached Plan 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, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 41, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, 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(1), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

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Audit Fax # H050002300673**NINTH:** The merger shall become effective as of:

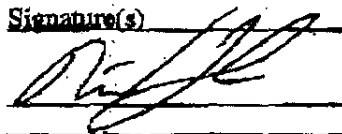
The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

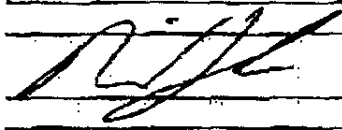
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:***(Note: Please see instructions for required signatures.)***Name of Entity****Signature(s)****Typed or Printed Name of Individual**

Countryside Future Healthcare, L.L.C.



Richard Sola, Manager

Countryside Future Healthcare, Inc.



Richard Sola, President

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(Attach additional sheet(s) if necessary)

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Audit Fax # H050002300673**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.433, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Countryside Future Healthcare, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Countryside Future Healthcare, L.L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

The Constituent Entities hereby agree that the Merging Entity shall be merged with and into the Surviving Entity, and the Merging Entity and the Surviving Entity shall be a single Entity. The Surviving Entity shall be the Entity continuing after the merger, and the separate existence of the Merging Entity shall cease on the effective date of this Agreement.

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Alan S. Gassman Esquire (Attach additional sheet(s) if necessary)
1245 Court Street, Suite 102
Clearwater, FL 33756
727-552-1200
Florida Bar # 311750

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Audit Fax # HQ50002300673**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Since the ownership interests of the Merging Entity are currently owned by the same Members and in the same proportion as the membership interests of the Surviving Entity, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interest of the Members after the effective date. The certificates representing the ownership interests of the Merging Entity shall be surrendered and cancelled on the effective date. The membership interests of the Surviving Entity shall be unaffected by the merger and shall continue to constitute all of the outstanding membership interests in the Surviving Entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Same as above.

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Richard Sole
4896 Silverthorn Court
Oldemar, FL 34671

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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