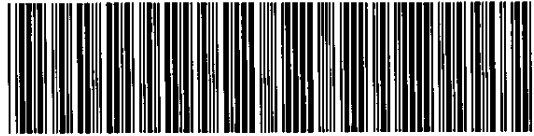


L07000032844



100108437371

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

RECEIVED
07 DEC 10 PM 12: 48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 DEC 10 PM 2: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BKC
12/10



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 352412 4722819
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 50.00

FILED
07 DEC 10 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 10, 2007
ORDER TIME : 11:54 AM
ORDER NO. : 352412-010
CUSTOMER NO: 4722819

ARTICLES OF MERGER

ATLANTIC HEALTH PARTNERS, LLC

INTO

ATLANTIC HEALTH PARTNERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
07 DEC 10 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Health Partners, LLC	Florida	LLC
Atlantic Health Partners, LLC	Delaware	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Health Partners, LLC	Delaware	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Longmeadow Capital Partners, LLC

171 Dwight Road, Suite 310

Longmeadow, MA 01106

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: c/o Longmeadow Capital Partners, LLC

171 Dwight Road, Suite 310

Longmeadow, MA 01106

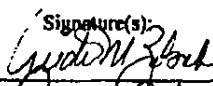

Mailing address: c/o Longmeadow Capital Partners, LLC

171 Dwight Road, Suite 310

Longmeadow, MA 01106

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Atlantic Health Partners, LLC (FL)		Andrew Zaback
Atlantic Health Partners, LLC (DE)		Andrew Zaback

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of December 10, 2007, by and between **ATLANTIC HEALTH PARTNERS, LLC**, a Florida limited liability company (hereinafter referred to as "**Atlantic FL**"), and **ATLANTIC HEALTH PARTNERS, LLC**, a Delaware limited liability company (hereinafter referred to as "**Atlantic DE**"). Both companies are sometimes referred to herein collectively as the "**Merging Companies**" or individually as a "**Merging Company**".

RECITALS

The members of each of the Merging Companies have deemed it advisable for the mutual benefit of each Merging Company that Atlantic FL be merged with and into Atlantic DE in accordance with the applicable laws of the States of Delaware and Florida, with Atlantic Health Partners, LLC, a Delaware limited liability company, being the surviving company.

The Merging Companies desire to adopt this Agreement and Plan of Merger and to consummate the merger in accordance with the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Merging Companies agree that Atlantic FL shall be merged with and into Atlantic DE under the following terms and conditions:

1. **Effect of Merger.** Atlantic FL shall merge with and into Atlantic DE, with Atlantic DE being the surviving company. As of the Effective Date (as defined below), the separate existence of Atlantic FL shall cease and Atlantic DE shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Merging Companies; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Company shall be taken and transferred to and vested in Atlantic DE without further act or deed, and the title to any real estate, or any interests herein vested in any of such companies shall not revert or be in any way impaired by reason of such merger.
2. **Name.** The name of the surviving limited liability company shall continue to be Atlantic Health Partners, LLC on and after the Effective Date of the merger.
3. **Effective Date.** The effective date of the merger shall be December 10, 2007, or if later, the latest date of filing of the Certificate of Merger with each Secretary of State of the States of Delaware and Florida (the "**Effective Date**").
4. **Certificate of Formation.** The Certificate of Formation of Atlantic DE shall continue in full force and effect without any amendments on and after the Effective Date.

5. Conversion of Interests. As of the Effective Date, each unit membership interest of Atlantic FL shall be converted into and become one unit of membership interest of Atlantic DE.

6. Operating Agreement. The Operating Agreement of Atlantic FL (if any), as in effect immediately before the Effective Date, shall become, from and after the Effective Date, the Operating Agreement of Atlantic DE until amended as provided therein.

7. Principal Office. The principal office of Atlantic DE as of the Effective Date shall remain at c/o Longmeadow Capital Partners, LLC, 171 Dwight Road, Suite 310 Longmeadow, Massachusetts 01106.

8. Certificate of Merger. In accordance with the laws of the States of Delaware and Florida, the Merging Companies shall execute Certificate of Mergers in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, which Certificate of Mergers shall be filed with each Secretary of State of the States of Delaware and Florida.

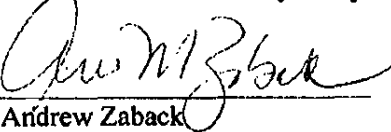
9. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

10. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Delaware and Florida.

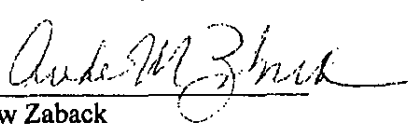
11. Counterparts. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Atlantic DE and Atlantic FL have caused this Agreement and Plan of Merger to be executed by their duly authorized members as of the date first above written.

ATLANTIC HEALTH PARTNERS, LLC
(a Delaware limited liability company)

By: 
Andrew Zaback
Its Manager

ATLANTIC HEALTH PARTNERS, LLC
(a Florida limited liability company)

By: 
Andrew Zaback
Its Vice President