

07/12/2007 14:13

BERGER SINGERMANN 850-223-2300

NO 493

001

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Matrix Care, LLC**

Certificate of Status	0
Certified Copy	1
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NO. 493

002

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CERTIFICATE OF MERGER  
OF  
MATRIX CARE, LLC # M99000001678  
(a Delaware limited liability company)  
INTO  
MATRIX CARE, LLC # L07000065195  
(a Florida limited liability company)

The following certificate of merger is submitted in accordance with the Florida Limited Liability Company Act, pursuant to Section 608.4382.

FIRST: Matrix Care, LLC, a Delaware limited liability company, is the terminating limited liability company (the "Terminating LLC").

SECOND: Matrix Care, LLC, a Florida limited liability company, document number L07000065195, is the surviving limited liability company (the "Surviving LLC").

THIRD: The attached Agreement and Plan of Merger was approved by each domestic limited liability company in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 14th day of July, 2007.

MATRIX CARE, LLC, a Delaware limited liability company

By: 

MATRIX CARE, LLC, a Florida limited liability company

By: 

07/12/2007 14:55

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## AGREEMENT AND PLAN OF MERGER

FIRST: Matrix Care, LLC, a Delaware limited liability company, is the merging party (the "Terminating LLC").

SECOND: Matrix Care LLC, a Florida limited liability company, is the surviving party (the "Surviving LLC").

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

1. The Articles of Organization of the Surviving LLC, as in effect immediately prior to the merger, shall be the Articles of Organization of the Surviving LLC.

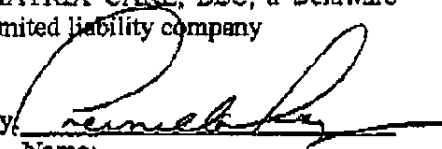
2. The Operating Agreement of the Surviving LLC, as in effect immediately prior to the merger will be the Operating Agreement of the Surviving LLC and will continue in full force and effect until changed, altered or amended.

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

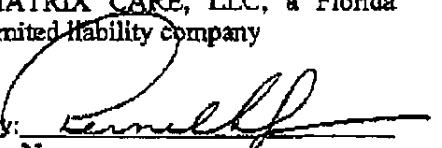
At the effective time of the merger, all member interests of the Terminating LLC shall by virtue of the merger and with out any action on the part of the member thereof, be deemed cancelled and converted into same member interest percentage of the Surviving LLC.

IN WITNESS WHEREOF, the undersigned Terminating LLC and Surviving LLC have executed this Agreement and Plan of Merger as of the 14<sup>th</sup> day of July, 2007.

TERMINATING LLC:  
MATRIX CARE, LLC, a Delaware  
limited liability company

By:   
Name:  
Title:

SURVIVING LLC:  
MATRIX CARE, LLC, a Florida  
limited liability company

By:   
Name:  
Title: