

LD7000103410

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**Mederi Caretenders VS of SE FL, LLC**

Certificate of Status	0
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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>
CARETENDERS VISITING SERVICES	KENTUCKY	CORPORATION
OF SOUTHEAST FLORIDA, INC.		
F97-6495		

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>
Mederi Caretenders VS of SE FL, LLC	FLORIDA	LIMITED LIABILITY CO.
L07-103410		

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.

1 of 6

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:

The close of business on December 31, 2007

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:

NA

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

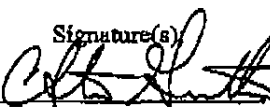
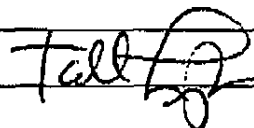
Street address: _____

Mailing address: _____

2 of 6

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:
Caretenders Visiting Services of Southeast		Secretary and Treasurer
Florida, Inc.		
Mederi Caretenders VS of SE FL, LLC		Sr. Vice President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

PLAN OF MERGER

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>
Caretenders Visiting Services of Southeast Florida, Inc.	KENTUCKY	CORPORATION

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>
Mederi Caretenders VS of SE FL, LLC	FLORIDA	LIMITED LIABILITY CO.

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

AT THE TIME OF THE MERGER, (i) THE OFFICERS AND DIRECTORS OF MEDERI
CARETENDERS VS OF SE FL, LLC, WILL BE THE OFFICERS AND DIRECTORS OF THE
SURVIVING COMPANY; (ii) THE ARTICLES OF ORGANIZATION OF MEDERI CARETENDERS
VS OF SE FL, LLC, WILL BE THE ARTICLES OF ORGANIZATION OF THE SURVIVING
COMPANY; AND (iii) THE OPERATING AGREEMENT OF MEDERI CARETENDERS VS OF SE
FL, LLC, WILL BE THE OPERATING AGREEMENT OF THE SURVIVING COMPANY.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

AT THE TIME OF THE MERGER, AND WITHOUT ANY ACTION ON THE PART OF THE
HOLDER THEREOF, THE ISSUED AND OUTSTANDING SHARES OF CARETENDERS VISITING
SERVICES OF SOUTHEAST FLORIDA, INC. WILL BE CANCELLED, AND THE ISSUED AND
OUTSTANDING MEMBERSHIP INTRESTS IN MIDERI CARETENDERS VS OF SE FL, LLC WILL
REMAIN UNCHANGED.

(Attach additional sheet if necessary)

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

NA

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

THE SURVIVING COMPANY SHALL HAVE LIMITED LIABILITY.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

AT ANY TIME PRIOR TO THE EFFECTIVE DATE OF THE MERGER, THE MERGER MAY BE

ABANDONED BY WRITTEN ACTION OF THE BOARD OF DIRECTORS OF THE MERGING

PARTY OR THE MEMBER OF THE SURVIVING PARTY

(Attach additional sheet if necessary)

6 of 6

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