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EXAMINER



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08/27/08--01028--020 **80.00

2009 AUG 27 P 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dennis M. Solomon, P.A.

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August 26, 2008

Via FedEx (Tel. No. 850/245-6051)

Florida Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

2009 AUG 27 P 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Re: Filing Certificate of Merger for two
Florida Limited Liability Companies
Liberty Rehab Services, LLC into Liberty of West Palm Beach, LLC

Dear Sir or Madam,

I am submitting for filing the enclosed Certificate of Merger for the two companies referred to above and request that the effective date be September 1, 2008.

Enclosed is a check for filing and for a certified copy, in the amount of \$80.00 payable to the Florida Department State.

Please file the enclosed and send me a certified copy. Thank you.

Sincerely,


Dennis M. Solomon

Enc.

Cc: Steven A. Tendrich
David Larson

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

FILED
2008 AUG 27 P 3 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 jurisdictions for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Liberty Rehab Services, LLC	Florida	Limited liability company
Liberty of West Palm Beach, LLC	Florida	Limited liability company

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>
Liberty of West Palm Beach, LLC	Florida	Limited liability company

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: September 1, 2008.

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:

Not applicable

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.

Not applicable.

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

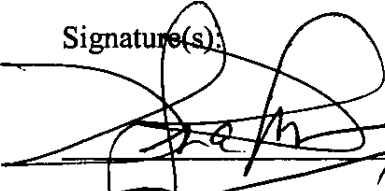





a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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.608.4351-608.4395, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual
Liberty Rehab Services, LLC		William A. Meyer
Liberty Rehab Services, LLC		Steven A. Tendrich
Liberty Rehab Services, LLC		Nasser Bebawey
Liberty of West Palm Beach, LLC		William A. Meyer
Liberty of West Palm Beach, LLC		Steven A. Tendrich
Liberty of West Palm Beach, LLC		Nasser Bebawey

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

General partnerships: Signature of a general partner or authorized person
Florida Limited Partnership: 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 on following pages)

Plan of Merger

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2008 MAY 27 P 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Liberty Rehab Services, LLC	Florida	Limited liability company

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>
Liberty of West Palm Beach, LLC	Florida	Limited liability company

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

Each member of Liberty Rehab Services, LLC will be a member of Liberty of West Palm Beach having the following membership interests therein:

William A. Meyer	Forty percent (40%)
Steven A. Tendrich	Forty percent(40%)
Nasser Bebawey	Twenty percent (20%)

The Managers of the surviving company shall be William A. Meyer and Steven A. Tendrich and the Chief Executive Officer of the surviving company will be Nasser Bebawey. The resident agent shall be William A. Meyer and the principle office of the Company and the resident agent is 1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406.

The surviving party may engage in any lawful business.

The capital accounts of each of the members of the surviving party shall equal the amount of the capital accounts of each of the members of the merging party plus each such member's capital account in the surviving company.

FOURTH:

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

All interests, shares, obligations or other securities of each merged party shall become the same interest, shares, obligations or other securities of the surviving party.

The capital accounts of each of the members of the surviving party shall equal the amount of the capital accounts of each of the members of the merging party plus each such member's capital account in the surviving company.

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

By the execution and filing of this Plan and Certificate with the Secretary of State, State of Florida, such act shall constitute and assignment, transfer and conveyance by the merging party of all of this rights and obligations to the surviving party. Each member of the merging party has the right to acquire and shall be deemed to have acquired the same membership percentage membership interest in the surviving party as each such member had in the merging party without additional payment.

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

Not applicable.

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

None.

**ACTION TAKEN BY THE MEMBERS OF LIBERTY REHAB SERVICES, LLC
BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING AND WAIVER OF NOTICE**

The undersigned, being all of the members ("**Members**") of **Liberty Rehab Services, LLC**. (the "**Liberty Rehab**"), a Florida limited liability company, do hereby certify that the following recitals and resolutions of the Members were duly adopted as of date set forth below by unanimous written consent with waiver of notice of any meeting

"RECITALS:

A. The undersigned Members of Liberty Rehab have reviewed, considered and agreed to all of the terms and conditions of a merger by Liberty Rehab Services, LLC into Liberty of West Palm Beach, LLC, (Liberty WPB) as set forth in the Certificate of Merger with Plan of Merger attached hereto and made a part hereof. (the "**Certificate of Merger**")

B. The undersigned constitute all of the members of Liberty Rehab.

C. The undersigned members waive any and all notice of or related to any proceeding or action to consider the merger.

E. The undersigned members wish to authorize and direct that all action to be taken to sign and file the Certificate of Merger be carried out as in an expeditious manner.

NOW, THEREFORE, be it resolved, that the following actions be and they hereby are ratified, confirmed and approved by the Members of Liberty Rehab by this unanimous written consent:

"Resolved, that the foregoing recitals are true and correct and approved by the Members", and

"Resolved, that the Manager of Liberty Rehab is hereby authorized to obtain the execution of the Certificate by all required signatories and thereafter to file such document with the Secretary of State of Florida with the required filing fee to implement the merger between Liberty Rehab Services, LLC as the merged company with Liberty of West Palm Beach, LLC, as the surviving company."

IN WITNESS WHEREOF, the undersigned, being all of the Members of Liberty Rehab Services, LLC hereby adopt the foregoing by unanimous written consent and have set their hands and seals below as of September 1, 2008.

Members of Liberty Rehab Services, LLC


William A. Meyer


Steven A. Tendrich


Nasser Bebawey

**ACTION TAKEN BY THE MEMBERS OF
LIBERTY OF WEST PALM BEACH, LLC
BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING AND WAIVER OF NOTICE**

The undersigned, being all of the members ("**Members**") of **Liberty of West Palm Beach, LLC**. (the "**Liberty WPB**"), a Florida limited liability company, do hereby certify that the following recitals and resolutions of the Members were duly adopted as of date set forth below by unanimous written consent with waiver of notice of any meeting

"RECITALS:

A. The undersigned Members of Liberty WPB have reviewed, considered and agreed to all of the terms and conditions of a merger by Liberty Rehab Services, LLC into Liberty of West Palm Beach, LLC, as set forth in the Certificate of Merger with Plan of Merger attached hereto and made a part hereof. (the "**Certificate of Merger**")

B. The undersigned constitute all of the members of Liberty WPB.

C. The undersigned members waive any and all notice of or related to any proceeding or action to consider the merger.

E. The undersigned members wish to authorize and direct that all action to be taken to sign and file the Certificate of Merger be carried out as in an expeditious manner.

NOW, THEREFORE, be it resolved, that the following actions be and they hereby are ratified, confirmed and approved by the Members of West Palm Beach, LLC by this unanimous written consent:

"Resolved, that the foregoing recitals are true and correct and approved by the Members", and

"Resolved, that the Managers of Liberty Rehab are hereby authorized to obtain the execution of the Certificate of Merger by all required signatories and thereafter to cause a copy of such document to be filed with the Secretary of State of Florida with the required filing fee to implement the merger between Liberty Rehab Services, LLC as the merged company with Liberty of West Palm Beach, LLC, as the surviving company."

IN WITNESS WHEREOF, the undersigned, being all of the Members of Liberty of West Palm Beach, LLC hereby adopt the foregoing by unanimous written consent and have set their hands and seals below as of September 1, 2008.

Members of Liberty of West Palm Beach, LLC



William A. Meyer



Steven A. Tendrich



Nasser Bebawey

Action UnanWritten Liberty WPB merger 08-167 B