

L12626

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MERGER OR SHARE EXCHANGE

Atlantic Allcare, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	85 6
Estimated Charge	\$105.00

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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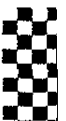
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**ARTICLES OF MERGER
OF
SCHAEFER & FARTHING ENTERPRISES, LLC
WITH AND INTO
ATLANTIC ALLCARE, INC.**

The following Articles of Merger have been duly adopted and are submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "FLICA") and Section 607.1105 of the Florida Business Corporation Act (the "FBCA"):

First: The name, jurisdiction, street address and document number of the surviving corporation ("Surviving Corporation") is:

<u>Name and Street Address (Surviving Corporation)</u>	<u>Jurisdiction</u>
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Atlantic Allcare, Inc.
817 East Hillsboro Boulevard, 2nd Floor
Deerfield Beach, Florida 33441

Florida

Florida Document Registration Number: L12626

Second: The name, jurisdiction, street address and document number of the merger corporation ("Merging Entity") is:

<u>Name and Street Address (Merging Entity)</u>	<u>Jurisdiction</u>
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Schaefer & Farthing Enterprises, LLC
817 East Hillsboro Boulevard, 2nd Floor
Deerfield Beach, Florida 33441

Florida

Florida Document Registration No#: L02000023063

Third: On the Effective Date (as defined below), Merging Entity shall be merged with and into Surviving Corporation and the separate existence of Merging Entity shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

Fourth: The Merger shall become effective ("Effective Date") on the date of filing these Articles of Merger with the Florida Department of State.

Fifth: In accordance with applicable Florida law, the Plan of Merger was approved by the Joint Unanimous Written Consent of all of the Manager and the Sole Member of Merging Entity dated February 15, 2006.

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Sixth:

The plan of merger ("Plan of Merger") is set forth in Exhibit A hereto and incorporated herein by reference. The Plan of Merger, which meets the requirements of Section 607.1108 of the FBCA and of Section 608.438 of the FLLCA, was duly adopted and approved by Atlantic Allcare, Inc. and by all of its shareholders in accordance with the applicable requirements of chapter 607, Florida Statutes, on February 15, 2006, and was duly adopted and approved by Schaefer & Farthing Enterprises, LLC by its sole member in accordance with the applicable requirements of chapter 608, Florida Statutes, on February 15, 2006, respectively.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of February 15, 2006.

ATLANTIC ALLCARE, INC.

By: Kathleen K. Kee
Name: Kathleen K. Kee
Title: President

SCHAEFER & FARTHING ENTERPRISES, LLC

By: Charles C. Farthing, IV
Name: Charles C. Farthing, IV
Title: Manager, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
BETWEEN
ATLANTIC ALLCARE, INC.
AND
SCHAEFER & FARTHING ENTERPRISES, LLC

This Plan of Merger is entered into by and among ATLANTIC ALLCARE, INC., a Florida corporation, and SCHAEFER & FARTHING ENTERPRISES, LLC, a Florida limited liability company, for the purpose of merging, at the Effective Time (as defined below) Schaefer & Farthing Enterprises, LLC with and into Atlantic Allcare, Inc. in accordance with the Florida Business Corporation Act (the "FBCA") the Florida Limited Liability Company Act (the "FLLCA") and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is ATLANTIC ALLCARE, INC., a Florida corporation (the "Surviving Corporation"). The name and jurisdiction of the Merging Entity is SCHAEFER & FARTHING ENTERPRISES, LLC, a Florida corporation (the "Merging Entity", and together with the Surviving Corporation, the "Constituent Entities").
2. **Terms and Conditions.** The terms and conditions of the Merger, in addition to the terms and conditions set forth herein and in that certain Agreement and Plan of Merger, dated as of February 15, 2006, among Merging Entity, Surviving Corporation, and the members of Merging Entity, as it may be amended from time to time in accordance with its terms (the "Agreement"), are as follows:

(a) At the Effective Time (as defined below), Merging Entity will be merged with and into Surviving Corporation, the separate corporate existence of Merging Entity shall cease and Surviving Corporation shall continue as the surviving corporation.

(b) The Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 608.4383 of the FLLCA.

3. **Effective Time.** The Merger shall become effective ("Effective Time") on the date of filing the Articles of Merger with the Florida Department of State.
4. **Manner and Basis of Converting Shares, Options and Warrants.** At the Effective Time, (i) there will be no change in the ownership of the issued and outstanding capital stock of Atlantic Allcare, Inc., and (ii) all of the issued and outstanding membership interests in Schaefer & Farthing Enterprises, LLC (whether certificated or uncertificated) shall, by virtue of the Merger and without any action on the part of the respective holders thereof shall be converted into and become the right to receive the Merger Consideration set out in the Merger Agreement, and shall be canceled immediately thereafter.

5. Officers and Directors of Surviving Corporation. The director and officers of Surviving Corporation immediately after the Effective Time shall be the following individuals, until their respective successors are duly elected or appointed and qualified or their respective resignation or removal: Kathleen K. Kee, President, Secretary and Director, and Charles C. Farthing, IV, Vice President, Treasurer and Director, and their business address is as follows: 817 Hillsboro Boulevard, Deerfield Beach, Florida 33441.
6. Articles of Incorporation of Surviving Corporation. The Articles of Organization of Atlantic Allcare, Inc. are not to be amended or changed by the Merger.
7. Bylaws of Surviving Corporation. The Bylaws of Merging Entity, as in effect immediately prior to the Effective Time, shall be the Bylaws of Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law, except that all references to the name of Merging Entity shall be changed to refer to the name of Surviving Corporation.
8. Approval. The Merger has previously been submitted to and approved by the Constituent Entities' respective Boards of Directors, shareholders and members. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger contemplated by this Plan of Merger.
9. Termination. Notwithstanding the approval of this Plan of Merger by the shareholders of each of the Constituent Entities, the Merger may be abandoned at any time prior to the Effective Time, but not later than the Effective Time, and the Agreement terminated in accordance with the termination provisions of the Agreement.
10. Modification. The Constituent Entities, pursuant to action by their respective Board of Directors, may amend or modify this Plan of Merger, in such manner as may be agreed upon or authorized by them, in writing executed on behalf of each of the Constituent Entities, at any time before or after approval or adoption of this Plan of Merger by the respective shareholders and members of both Constituent Entities.
11. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.
12. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise. This Plan of Merger shall be construed together with and complement the Agreement with respect to the subject matter hereof and thereof. Neither this Plan of Merger nor the Agreement may be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification. Each term which is capitalized but undefined herein shall have the meaning ascribed thereto in the Agreement.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of February 15, 2006.

ATLANTIC ALLCARE, INC.

By: *Kathleen K. Kee*
Name: Kathleen K. Kee
Title: President

SCHAEFER & FARTHING ENTERPRISES, LLC

By: *Charles C. Farthing, IV*
Name: Charles C. Farthing, IV
Title: Manager, President

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