

L33544

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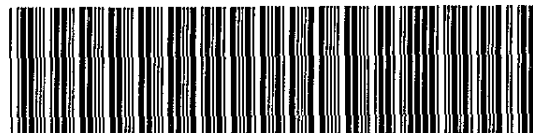
(Business Entity Name)

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12/19/02--01003--006 \*\*78.75

FILED  
02 DEC 18 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 DEC 18 PM 4:11  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*12/19/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARIAN CENTER OF DELRAY BEACH, INC., a Florida corporation  
P93000014468

INTO

**DON-DEB, INC.**, a Florida entity, L33544

File date: December 18, 2002

Corporate Specialist: Annette Ramsey



ACCOUNT NO. : 072100000032

REFERENCE : 862849 5236A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : December 18, 2002

ORDER TIME : 2:17 PM

ORDER NO. : 862849-005

CUSTOMER NO: 5236A

CUSTOMER: Robert W. Federspiel, Esq.  
Spinner Dittman Federspiel &  
151 Northwest 1st Avenue

Delray Beach, FL 33444  
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ARTICLES OF MERGER

MARIAN CENTER OF DELRAY BEACH,  
INC.

INTO

DON-DEB, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**

FILED  
02 DEC 18 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Department of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32314

The undersigned corporations have adopted an agreement of merger and hereby adopt these articles of merger. The name of the surviving corporation is DON-DEB, INC.

**ARTICLES OF INCORPORATION**

The articles of incorporation of DON-DEB, INC., the surviving corporation, remain as filed with the Secretary of State and no changes in articles of incorporation of surviving corporation are being made.

**APPROVAL BY DIRECTORS**

The agreement of merger of the undersigned corporations was adopted pursuant to Section 607 of the Florida General Corporation Act and shareholder approval is not required.

**EFFECTIVE DATE**

The merger of the undersigned corporations will become effective upon filing with the Secretary of the State of Florida.

**ADOPTION OF AGREEMENT**

The shareholders of DON-DEB, INC., adopted the plan of merger on December 16, 2002. The shareholders of MARIAN CENTER OF DELRAY BEACH, INC., adopted the plan of merger on December 16, 2002.

The plan of merger calls for an exchange, classification, or cancellation of issued shares of one of the constituent corporations which shall be effected in the following manner:

The shareholder of the merging corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning December 16, 2002, and ending on December 31, 2002. Upon surrender to the surviving corporation of the certificate(s) for all outstanding shares of the merging corporation, there shall be issued to the holder thereof, in substitution therefor, a certificate for one (1) fully paid and nonassessable common share of the surviving corporation; provided, however, that if any holder of shares in the merging corporation shall be entitled pursuant to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction is less than one-half, and if such fractional share shall be one-half or more, such holder shall be entitled to one whole share in lieu of such fractional share.

Dated: December 16, 2002.

DON-DEB, INC.

By: Donald E. Ralph  
Donald E. Ralph, President

Attest: Deborah A. Ralph  
Deborah A. Ralph, Secretary

MARIAN CENTER OF DELRAY BEACH, INC.

By: Donald E. Ralph  
Donald E. Ralph, President

Attest: Deborah A. Ralph  
Deborah A. Ralph, Secretary

## **AGREEMENT OF MERGER**

### **Recitals**

THIS AGREEMENT is made this 16<sup>th</sup> day of December, 2002, by and between MARIAN CENTER OF DELRAY BEACH, INC., a Florida corporation, and DON-DEB, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that MARIAN CENTER OF DELRAY BEACH, INC., ("the disappearing corporation") be merged into DON-DEB, INC., ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Chapter 607, Florida Statutes;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### **Agreement to Merge**

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

### **Name of Merged Corporation**

2. The name of the surviving corporation shall be "DON-DEB, INC."

### **Place of Office of Surviving Corporation**

3. The place in Florida where the principal office of the surviving corporation is to be located is 2501 South Federal Highway, Delray Beach, State of Florida.

#### **Purposes of Surviving Corporation**

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under Chapter 607, Florida Statutes.

#### **Authorized Shares of Surviving Corporation**

5. The present number of shares which the disappearing corporation is authorized to issue is 100 shares of \$10.00 par common stock, of which 50 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 100 shares of common stock having \$10.00 par value. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having \$10.00 par value.

#### **First Directors**

6. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

#### **Name and Residence of Agent of Corporation**

7. Donald E. Ralph, of 2501 South Federal Highway, in the City of Delray Beach, Palm Beach County, State of Florida, being the County in which the principal office of said DON-DEB, INC., is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said DON-DEB, INC., or either of the said constituent corporations, may be served.

#### **Mode of Effecting Merger**

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholder of the merging corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning December 16, 2002, and ending on December 31, 2002. Upon surrender to the surviving corporation of the certificate(s) for all outstanding shares of the merging corporation, there shall be issued to the holder thereof, in substitution therefor, a certificate for one (1) fully paid and nonassessable common share of the surviving corporation; provided, however, that if any holder of shares in the merging corporation shall be entitled to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction is less than one-half, and if such fractional share shall be one-half or more, such holder shall be entitled to one whole share in lieu of such fractional share.

#### **Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest**

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.



#### **Articles of Incorporation**

10. The Articles of Incorporation of the surviving corporation as herein amended shall continue to be the Articles of the surviving corporation, until amended as provided by law.

#### **Bylaws**

11. The Bylaws of DON-DEB, INC. shall be the Bylaws of the surviving corporation.

#### **Right of Corporation to Repurchase Its Shares**

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder or shareholders desiring to sell such shares to the corporation.

#### **Effective Date of Agreement**

13. This Agreement shall become effective on the date of filing of this agreement, or other appropriate certificate, in the manner provided by law. The term "effective date," wherever used in this Agreement, shall mean the effective date herein described.

#### **Director's Right to Abandon Merger**

14. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

#### **Execution**

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective

officers duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

MARIAN CENTER OF DELRAY BEACH, INC.

By: Donald E. Ralph  
Donald E. Ralph, President

Attest: Deborah A. Ralph  
Deborah A. Ralph, Secretary

DON-DEB, INC.

By: Donald E. Ralph  
Donald E. Ralph, President

Attest: Deborah A. Ralph  
Deborah A. Ralph, Secretary