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Division of Corporations

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L48314

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

REHABILITATION AND RECOVERY, INC.

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*Rs 12/6/04
Merger*

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850-205-0381

12/3/2004 4:44 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 3, 2004

REHABILITATION AND RECOVERY, INC.
8122 DATAPOINT DR
STE 1000
SAN ANTONIO, TX 78229US

SUBJECT: REHABILITATION AND RECOVERY, INC.
REF: L48314

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Merger.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: H04000239484
Letter Number: 604A00067945

H040008394843

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.:

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Rehabilitation and Recovery, Inc.	Texas	800416189

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Rehabilitation and Recovery, Inc.	Florida	L48314

THIRD: The Plan of Merger is attached hereto as Exhibit A.

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

FIFTH: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on November 29, 2004. The Plan of Merger was adopted by the Board of Directors of the merging corporation on November 29, 2004.

SIXTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on November 29, 2004. The Plan of Merger was adopted by the shareholders of the merging corporation on November 29, 2004.

[ARTICLES OF MERGER SIGNATURE PAGE FOLLOWS]

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[ARTICLES OF MERGER SIGNATURE PAGE]

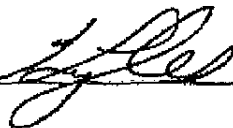
Executed on this 3rd day of December 2004.

Name of Corporation

Signature

Printed Name and Title

Rehabilitation and Recovery,
Inc., a Texas corporation



Thomas W. Lyles, Jr., Vice
President

Rehabilitation and Recovery,
Inc., a Florida corporation



Thomas W. Lyles, Jr., Vice
President

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EXHIBIT A

PLAN OF MERGER

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PLAN OF MERGER
of
REHABILITATION AND RECOVERY, INC., a Florida for profit corporation
with and into
REHABILITATION AND RECOVERY, INC., a Texas for profit corporation

The following plan of merger is submitted in accordance with (i) section 607.1101, F.S.; and (ii) Article 5.01 of the Texas Business Corporation Act.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rehabilitation and Recovery, Inc., a Texas corporation	Texas

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rehabilitation and Recovery, Inc., a Florida corporation	Florida

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

The merging corporation and the surviving Corporation shall, pursuant to the provisions of (i) the Florida Business Corporation Act; and (ii) the Texas Business Corporation Act, be merged into a single corporation, to wit, the surviving corporation, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Texas Business Corporation Act of the State of Texas. The separate existence of the merging corporation shall cease at the effective time and date of the merger in accordance with the provisions of Florida Business Corporation Act.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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Each issued share of the merging corporation immediately prior to the effective date of the merger shall, at the effective time and date of the merger, be canceled and cease to exist. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

FIFTH: The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the surviving corporation as in effect on the date hereof, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Texas Business Corporation Act of the State of Texas.

SIXTH: The Bylaws of the surviving corporation shall be the Bylaws of the surviving corporation as in effect on the date hereof, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Texas Business Corporation Act of the State of Texas.

[PLAN OF MERGER SIGNATURE PAGE FOLLOWS]

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[PLAN OF MERGER SIGNATURE PAGE]

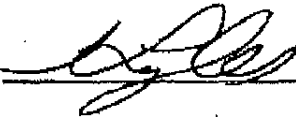
Executed on this 3rd day of December 2004.

Name of Corporation

Signature

Printed Name and Title

Rehabilitation and Recovery,
Inc., a Texas corporation



Thomas W. Lyles, Jr., Vice
President

Rehabilitation and Recovery,
Inc., a Florida corporation



Thomas W. Lyles, Jr., Vice
President