

L67923

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MERGER OR SHARE EXCHANGE

Healthcare Investment Corporation of America

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
Healthcare Investment Corporation of America	Pennsylvania	721639

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
All-Care Home Health Services, Inc.	Delaware	2030215
Home Health Corporation of America, Inc./Pr. Pierce Home Health Services	Florida	L67928
Home Health Corporation of America, Inc. - Tampa Nursing	Florida	P96000034787
Home Health Corporation of America, Inc. - Orlando	Florida	P03000148500

Third: The Plan of Merger is attached.

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

OR 06 / 30 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 19, 2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 19, 2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Healthcare Investment
Corporation of America
All-Care Home Health
Services, Inc.

David S Geller

David S. Geller, Director/President

David S. Keller

David S. Geller, Director/President

Home Health Corporation
of America, Inc./Ft. Pierce
Home Health Services

David S Keller

David S. Geller, Director/President

Home Health Corporation of
America, Inc. - Tampa Nursing

ing David S. Allen

David S. Geller, Director/President

Home Health Corporation of
America, Inc. - Orlando

David Steller

David S. Geller, Director/President

Exhibit A

PLAN OF MERGER AND CONSOLIDATION OF

**ALL-CARE HOME HEALTH SERVICES, INC., a Delaware corporation,
HOME HEALTH CORPORATION OF AMERICA, INC./FT. PIERCE HOME HEALTH
SERVICES, a Florida corporation,
HOME HEALTH CORPORATION OF AMERICA, INC. - TAMPA NURSING,
a Florida corporation, and
HOME HEALTH CORPORATION OF AMERICA, INC. - ORLANDO,
a Florida corporation**

WITH AND INTO

**HEALTHCARE INVESTMENT CORPORATION OF AMERICA,
a Pennsylvania corporation**

THIS PLAN OF MERGER AND CONSOLIDATION, approved on the 19th day of June, 2009 (hereinafter, this "Plan"), by HEALTHCARE INVESTMENT CORPORATION OF AMERICA, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, by resolution adopted by its Board of Directors on said date.

1. Each of ALL-CARE HOME HEALTH SERVICES, INC., a Delaware corporation, HOME HEALTH CORPORATION OF AMERICA, INC./FT. PIERCE HOME HEALTH SERVICES, a Florida corporation, HOME HEALTH CORPORATION OF AMERICA, INC. - TAMPA NURSING, a Florida corporation, and HOME HEALTH CORPORATION OF AMERICA, INC. - ORLANDO, a Florida corporation, shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, be merged and consolidated with and into HEALTHCARE INVESTMENT CORPORATION OF AMERICA, a Pennsylvania corporation, which shall be the surviving corporation upon the effective date of the merger and consolidation (hereinafter, the "Merger") in the Commonwealth of Pennsylvania, which is sometimes referred to hereinafter as the "Parent Corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of each of ALL-CARE HOME HEALTH SERVICES, INC., a Delaware corporation, HOME HEALTH CORPORATION OF AMERICA, INC./FT. PIERCE HOME HEALTH SERVICES, a Florida corporation, HOME HEALTH CORPORATION OF AMERICA, INC. - TAMPA NURSING, a Florida corporation, and HOME HEALTH CORPORATION OF AMERICA, INC. - ORLANDO, a Florida corporation, each of which is a wholly-owned subsidiary of the Parent Corporation and which is sometimes referred to hereinafter as a "Subsidiary Corporation", shall cease upon the effective date of the

Merger in accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, as applicable.

2. The Articles of Incorporation of the Parent Corporation upon the effective date of the Merger in the Commonwealth of Pennsylvania shall remain as the Articles of Incorporation of said Parent Corporation and continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The issued shares of each Subsidiary Corporation shall not be converted or exchanged in any manner inasmuch as the Parent Corporation presently owns directly all of the outstanding shares of each Subsidiary Corporation and will continue to own said shares prior to the adoption of this Plan and prior to the effective date hereof. All of the issued shares of each Subsidiary Corporation shall be surrendered and extinguished upon the effective date of the Merger in the jurisdiction of its organization. The issued shares of the Parent Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the Merger shall continue to represent one issued share of the Parent Corporation.

4. In the event that this Plan shall have been duly approved and adopted on behalf of the Parent Corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and that the Merger of each Subsidiary Corporation into the Parent Corporation shall have been fully authorized in accordance with the provisions of said Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and, in the event that this Plan shall have been fully authorized on behalf of each Subsidiary Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, as applicable, the Parent Corporation and each Subsidiary Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, the State of Florida, and the Commonwealth of Pennsylvania and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger contemplated herein.

5. Each officer of the Parent Corporation and each Subsidiary Corporation is hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and of the Florida Business Corporation Act, and the Board of Directors and the proper officers of the Parent Corporation and of each Subsidiary Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record, any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and/or of the Merger herein provided for.

6. The effective date of this Plan and of the Merger herein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania or the Florida Business Corporation Act shall govern the same, be June 30, 2009.