

269125

ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.

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JAN M. TEWS
JAMES F. JOHNSTON
RONALD P. GRENINGER
WILLIAM R. LOWMAN, JR.
EDGAR J. HEDRICK III
HEATHER A. MCLEOD
ERIN E. KELLING

January 13, 1998

Via Overnight Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: St. Germain Chiropractic, P.A.
Articles of Merger

500002399795--5
-01/14/98-01059-001
*****87.50 *****87.50

Gentlemen:

In order to merge the above-referenced corporations, we have enclosed the following documents:

500002399795--5
-01/22/98-01042-022
*****70.00 *****70.00

1. One manually executed original and one copy of said corporation's Articles of Merger; and
2. Our check in the total amount of \$87.50 representing the following:
 - a) \$35.00 filing fee;
 - b) \$52.50 fee for certified copy.

FILED
98 JAN 14 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy of the Articles of Merger to the undersigned in the enclosed postage-paid, self-addressed envelope. Your prompt attention to this matter is greatly appreciated.

NO. ENC. 105
MANAGEMENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 157.50

Sincerely yours,

William R. Lowman, Jr.

Corapmer

WCS:vel

Enclosures

cc: Charlie Lansing, CPA (wo/enc.)
Dr. Patrick St. Germain CPA (wo/enc.)

JAN 15 1998

ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
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January 15, 1998

Thelma Lewis
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: St. Germain Chiropractic, P.A.
Articles of Merger

Dear Ms. Lewis:

Per our telephone conversation earlier today, please find enclosed an additional check in the amount of \$70 to cover the cost of filing fees for the above-referenced corporation.

If you have any further questions, please feel free to call.

Sincerely yours,


William R. Lowman, Jr.

WCS:vel

Enclosures

cc: Charlie Lansing, CPA (wo/enc.)
Dr. Patrick St. Germain CPA (wo/enc.)

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST ORANGE CHIROPRACTIC, P.A., a Florida corporation, V37470

ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A., a Florida corporation,
P95000040562

INTO

ST. GERMAIN CHIROPRACTIC, P.A., a Florida corporation, L69125

File date: January 14, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
WEST ORANGE CHIROPRACTIC, P.A. AND
ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A.
WITH AND INTO ST. GERMAIN CHIROPRACTIC, P.A.**

FILED
98 JAN 14 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, WEST ORANGE CHIROPRACTIC, P.A., a Florida professional association, ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A., a Florida professional association, and ST. GERMAIN CHIROPRACTIC, P.A., a Florida professional association, do hereby agree and adopt the following Articles of Merger for the purpose of merging WEST ORANGE CHIROPRACTIC, P.A. and ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A. with and into ST. GERMAIN CHIROPRACTIC, P.A.:

1. The name of each of the undersigned Florida professional associations are WEST ORANGE CHIROPRACTIC, P.A., ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A. and ST. GERMAIN CHIROPRACTIC, P.A. The name which the surviving corporation is to have after the merger is ST. GERMAIN CHIROPRACTIC, P.A.

2. The AGREEMENT AND PLAN OF MERGER OF WEST ORANGE CHIROPRACTIC, P.A. AND ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A. WITH AND INTO ST. GERMAIN CHIROPRACTIC, P.A. (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors of WEST ORANGE CHIROPRACTIC, P.A., one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on January 12, 1998 and directed that such document be submitted to a vote of its shareholders. WEST ORANGE CHIROPRACTIC, P.A. had ten thousand (10,000) issued and outstanding shares of common stock, par value of \$.01 each, that were entitled to vote on the Agreement and Plan of Merger. All ten thousand (10,000) issued and outstanding shares voted for the approval and adoption of the Agreement and Plan of Merger on January 12, 1998.

4. The Board of Directors of ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A., one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on January 12, 1998 and directed that such document be submitted to a vote of its shareholders. ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A. had ten thousand (10,000) issued and outstanding shares of common stock, par value of \$.01 each, that were entitled to vote on the Agreement and Plan of Merger. All ten thousand (10,000) issued and outstanding shares were voted for the approval and adoption of the Agreement and Plan of Merger on January 12, 1998.

5. The Board of Directors of ST. GERMAIN CHIROPRACTIC, P.A., the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger on January 12, 1998 and directed that such document be submitted to a vote of its shareholders. ST. GERMAIN CHIROPRACTIC, P.A. had ten thousand (10,000) issued and outstanding shares of common stock, par value of \$.01 each, that were entitled to vote on the Agreement and Plan of

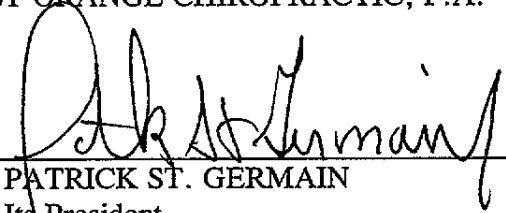
Merger. All ten thousand (10,000) issued and outstanding shares voted for the approval and adoption of the Agreement and Plan of Merger on January 12, 1998.

6. The Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

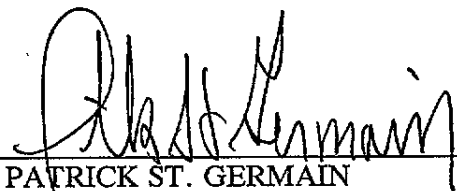
IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 13 day of January, 1998.

MERGING CORPORATIONS:

WEST ORANGE CHIROPRACTIC, P.A.

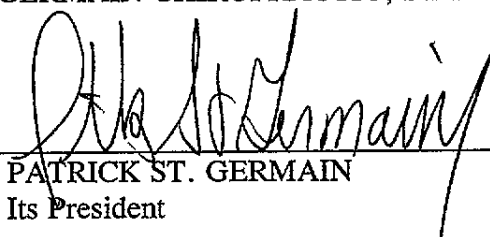
By: 
PATRICK ST. GERMAIN
Its President

ST. GERMAIN CHIROPRACTIC - KISSIMMEE,
P.A.

By: 
PATRICK ST. GERMAIN
Its President

SURVIVING CORPORATION:

ST. GERMAIN CHIROPRACTIC, P.A.

By: 
PATRICK ST. GERMAIN
Its President

**AGREEMENT AND PLAN OF MERGER OF
WEST ORANGE CHIROPRACTIC, P.A. AND
ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A.
WITH AND INTO ST. GERMAIN CHIROPRACTIC, P.A.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 12th day of January, 1998, by and between WEST ORANGE CHIROPRACTIC, P.A., a Florida professional association, and ST. GERMAIN CHIROPRACTIC - KISSIMMEE, P.A., a Florida professional association (hereinafter sometimes referred to collectively as the "Merging Corporations"), and ST. GERMAIN CHIROPRACTIC, P.A., a Florida professional association (hereinafter sometimes referred to as the "Surviving Corporation"), said three (3) corporations hereinafter sometime referred to collectively as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

**ARTICLE I
TERMS OF MERGER**

The Merging Corporations shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporations shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "St. Germain Chiropractic, P.A." after the merger. As of the effective date of this Agreement and Plan of Merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporations, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporations, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

**ARTICLE II
CHARTER AND BYLAWS;
DIRECTORS AND OFFICERS**

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

**ARTICLE III
CONVERSION OF SHARES**

Each of the Constituent Corporations presently has issued and outstanding ten thousand (10,000) shares of common stock, par value of \$.01 each, that are all currently owned by the same individual. After the effective date of this Agreement and Plan of Merger, the holder of all of the issued and outstanding certificates representing shares of common stock in the Merging Corporations shall surrender the same to the Surviving Corporation, and such certificates shall be canceled as of the effective date of this Agreement and Plan of Merger. The issued and outstanding certificates representing the ten thousand (10,000) shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation, and shall not be affected by the merger under this Agreement and Plan of Merger.

**ARTICLE IV
EFFECTIVE DATE**

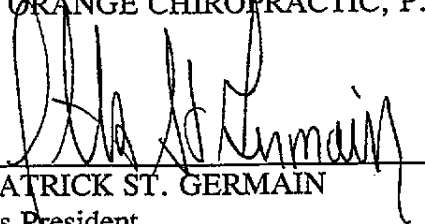
The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATIONS:

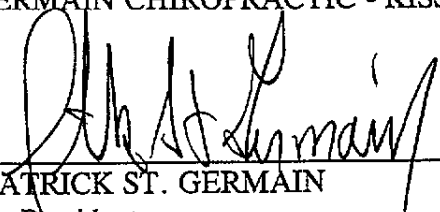
WEST ORANGE CHIROPRACTIC, P.A.

By: _____


PATRICK ST. GERMAIN
Its President

ST. GERMAIN CHIROPRACTIC - KISSIMMEE,
P.A.

By:

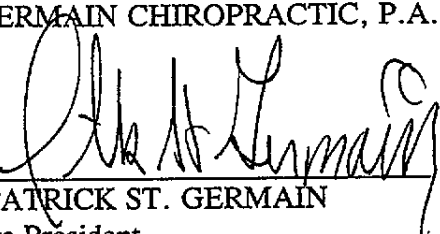


PATRICK ST. GERMAIN
Its President

SURVIVING CORPORATION:

ST. GERMAIN CHIROPRACTIC, P.A.

By:



PATRICK ST. GERMAIN
Its President