

L84760

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

MP TOTALCARE, INC.

Certificate of Status	0
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12/19/99

merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MPTC INC., a FL corp., P99000088814

INTO

MP TOTALCARE, INC., a Florida entity, L84760.

File date: December 9, 1999

Corporate Specialist: Susan Payne

0487-8013

12/13/99 11:26 Fl Dept of State

P1 / 1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

MP TOTALCARE, INC.
P.O BOX 1072
MANGO, FL 33550-1072US

SUBJECT: MP TOTALCARE, INC.
REF: L84760

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

TAKE THE WORD INITIAL OR INITIALLY OUT OF ARTICLE VII OF THE AMENDED AND RESTATED ARTICLES.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000030369
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ENTER SELECTION AND CR:
DECEMBER 9, 1999

MP TOTALCARE, INC.
P.O BOX 1072
MANGO, FL 33550-1072US

SUBJECT: MP TOTALCARE, INC.
REF: L84760

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING
CORRECTIONS AND REFAH THE COMPLETE DOCUMENT, INCLUDING THE
ELECTRONIC FILING COVER SHEET.

ARTICLE II-C OF THE PLAN OF MERGER STATES THAT THE OFFICERS AND
DIRECTORS OF THE MERGER CORPORATION SHALL BE THE OFFICERS AND
DIRECTORS OF THE SURVIVING CORPORATION. PLEASE ADD AN
ATTACHMENT DESIGNATING THE OFFICERS AND DIRECTORS BY TITLES,
NAMES AND ADDRESSES.

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) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H99000030369
LETTER NUMBER: 299A00058132

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ARTICLES OF MERGER

OF

MPTC INC.

AND

MP TOTAL CARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), MPTC INC., a Florida corporation, and MP TOTAL CARE, INC., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are MPTC INC. (the "Merger Corporation") and MP TOTAL CARE, INC. (the "Company").
2. The Merger Corporation is hereby merged with and into the Company, and the corporate existence of the Merger Corporation shall cease. The Company is the surviving corporation in 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.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the Merger Corporation on November 9, 1999 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and a majority of the shareholders of the Company on November 9, 1999 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of November 30, 1999.

MPTC INC.

MP TOTAL CARE, INC.

By: [Signature]
Print Name: JAY CRIBBS
Title: Vice President

By: [Signature]
Print Name: KEVIN PAWLOWSKI
Title: CEO / PRESIDENT

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EXHIBIT A**PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of November 30, 1999, by MPTC INC., a Florida corporation (the "Merger Corporation") and MP TOTAL CARE, INC., a Florida corporation (the "Company").

RECITALS:

The Boards of Directors and shareholders of the Merger Corporation and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corporation be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I**The Merger**

At the Effective Time (as defined in Article V hereof), the Merger Corporation shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of the Merger Corporation shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be Amended and Restated as set forth in the attachment to this Exhibit A.

B. At the Effective Time, the Bylaws of the Merger Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Merger Corporation shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III**Manner and Basis of Converting Shares**

A. Each share of common stock, par value \$0.01 per share ("MP Common Stock") and each share of preferred stock, par value \$2.00 per share ("MP Preferred Stock"), of the Company issued and outstanding immediately prior to the Effective Time, other than any shares of MP Common Stock and MP Preferred Stock to be cancelled pursuant to Section III.B., will be cancelled and extinguished and automatically converted into the right to receive an amount in cash equal to the quotient obtained by dividing the "Purchase Price" as defined in that certain

Asset Purchase Agreement between the Company, the Merger Corporation, and others, dated November 4, 1999 (the "Agreement"), by the aggregate number of shares of MP Common Stock and MP Preferred Stock outstanding immediately prior to the closing of the transactions contemplated by the Agreement, such payment to be payable at the Effective Time.

B. Each share of MP Common Stock and each share of MP Preferred Stock held by the Company or owned by the Merger Corporation, MPTC LLC, a Delaware limited liability company (the "LLC"), or any subsidiary of the Company or of the LLC immediately prior to the Effective Time shall be cancelled and extinguished without any conversion thereof.

C. Each share of common stock, par value \$0.01 per share, of Merger Corporation issued and outstanding immediately prior to the Effective Time shall be exchanged for and converted into one validly issued, fully paid and non-assessable share of common stock, par value \$0.01 per share, of the Surviving Corporation. Each stock certificate of Merger Corporation evidencing ownership of any such shares shall evidence ownership of such shares of capital stock of the Surviving Corporation.

D. All other capital stock of the Company shall be cancelled and retired and shall cease to exist, and no consideration shall be issued or delivered in exchange therefor.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corporation shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and the Merger Corporation shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

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**ATTACHMENT "B"
TO PLAN OF MERGER
OFFICERS**

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Jay Gates--President, Secretary, Treasurer

Mr. Gates address is c/o Charterhouse Group International, Inc., 535 Madison Avenue, New York, NY 10022

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ATTACHMENT TO PLAN OF MERGER
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MP TOTAL CARE, INC.

Article I

Name

The name of this corporation shall continue to be MP TOTAL CARE, INC. (the "Corporation").

Article II

Duration

The Corporation shall have perpetual existence.

Article III

Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the Corporation shall be 615 South Ware Boulevard, Tampa, Florida 33619.

Article V

Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock at \$0.01 par value per share.

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Article VI

Registered Office And Agent

The registered office of the Corporation shall continue to be 201 North Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of the registered agent of the Corporation at that address shall continue to be Peter J. Kelly.

Article VII

Board of Directors

The Corporation shall have at least one director The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1).

Article VIII

Incorporator

The name and address of the person filing these Amended and Restated Articles of Incorporation is D. Lockwood Gray, 201 North Franklin Street, Suite 2100, Tampa, Florida 33602.

Article IX

Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any

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other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Bylaws


The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII

Pursuant to Plan of Merger

These Amended and Restated Articles of Incorporation are being filed pursuant to foregoing Articles of Merger and Plan of Merger. The requisite shareholder and Board of Director approvals have been received. These Amended and Restated Articles of Incorporation shall be effective as of the effective time under the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective the 30th day of November, 1999.


D. Lockwood Gray
Incorporator

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