

October 6, 1999

L9900005960

FILED
99 OCT 22 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Brenda Tadlock
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of American Wellness LTD, LLP
with and into American Wellness, L.L.C.

Jeanne Shingleton
GAVE

Dear Ms. Tadlock:

AUTHORIZATION BY PHONE TO
- names + addrs. of mgts. ✓
CORRECT _____ mgms ✓

In connection with the merger of American Wellness LTD, LLP with and into American Wellness, L.L.C., enclosed are the following: DOC. EXAM. *10/22/99*
Act

1. Articles of Merger;
2. Plan of Merger; and
3. Check in the amount of \$105.00 (\$52.50 for each of the LLP and the LLC).

Upon your filing of the enclosed documents, please send proof of such filing to my attorney at the following address:

Jeanne Shingleton
Jones, Day, Reavis & Pogue
3500 SunTrust Plaza
303 Peachtree Street, N.E.
Atlanta, GA 30308-3242

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****105.00

Please contact me or Jeanne Shingleton (404/581-8583) should you have any questions. Thank you for your assistance in this matter.

Sincerely,

Gary J. Herbek
Gary J. Herbek

Name	
Availability	
Document Examiner	<i>Act</i>
Updater Verifier	
Acknowledgement	
W. P. verifier	

*Merger
need
(no chks.)*

*Act
10/22*

50.00 paid 10/22/99
FILING 50.00
COPY _____
AGENT _____
TOTAL 105.00
BALANCE DUE \$ _____
REFUND \$ 50.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN WELLNESS LTD., LLP (LLP990000169)

into

AMERICAN WELLNESS, L.L.C., a Florida entity L99000005960

File date: October 22, 1999

Corporate Specialist: Brenda Tadlock

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 608.4382 and 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
American Wellness Ltd., LLP 8590 Potter Park Drive Sarasota, Florida 34238	Florida	Limited Liability Limited Partnership

Florida Document/Registration Number: LLP990000169 FEI Number: 65-0914409

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
American Wellness, L.L.C. 1539 Landings Boulevard Sarasota, Florida 34231	Florida	Limited Liability Company

Florida Document/Registration Number: L99000005960 FEI Number: 65-0944913


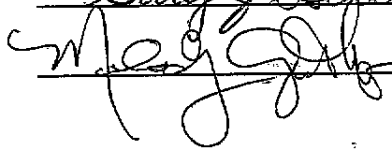
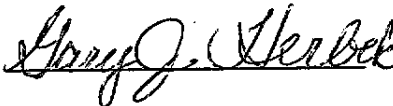
THIRD: The attached Plan of Merger meets the requirements of sections 608.438 and 620.201, Florida Statutes, and was approved by each limited liability company and limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

SIXTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: SIGNATURE FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed Name of Individual</u>
American Wellness Ltd., LLP		Gary Herbek
		Melody of Sarasota, Inc. By: Melody Guthrie
American Wellness, L.L.C.		Gary Herbek

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with sections 608.4381 and 620.202, Florida Statutes, is being submitted in accordance with sections 608.438 and 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
American Wellness Ltd., LLP (the "Merged Entity")	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
American Wellness, L.L.C., (the "Surviving Entity")	Florida

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

The Merged Entity shall be merged with and into the Surviving Entity, to exist and be governed by the Florida Limited Liability Company Act. As of the Effective Time (as defined below), the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence under the name "American Wellness, L.L.C." and shall succeed, without other transfer, to all the rights and property of the Merged Entity and shall be subject to all the debts and liabilities of the Merged Entity in the same manner as if the Surviving Entity had itself incurred them. The Surviving Entity shall carry on business with both its own assets and the assets of the Merged Entity. The Articles of Organization and Regulations of the Surviving Entity, each as in force and effect as of the Effective Time, shall continue unchanged and will be the Articles of Organization and Regulations of the Surviving Entity from and after the Effective Time, and said Articles of Organization and Regulations shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of the Merged Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Each percentage general partner interest in the Merged Entity shall be converted, as of the Effective Time, into an equal and corresponding percentage managing member interest in the Surviving Entity. Each percentage limited partner interest in the

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Merged Entity shall be converted, as of the Effective Time, into an equal and corresponding percentage nonmanaging member interest in the Surviving Entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the Merged Entity into rights to acquire interests, shares, obligations or other securities or the Surviving Entity, in whole or in part, into cash or other property are as follows:

Each right to acquire a limited partner interest in the Merged Entity shall be converted, as of the Effective Time, into an equal and corresponding right to acquire a equal percentage nonmanaging member interest in the Surviving Entity.

FIFTH: The merger shall be effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

SIXTH: The names and address of the managing members of the surviving entity are as follows:

Gary Herbek
3192 Walter Travis Tr.
Sarasota, FL 34240

Carol MacAllister
1539 Landings Blvd.
Sarasota, FL 34231