

L99000006725

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
BARRY SIEGEL
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

November 15, 1999

Via Federal Express
Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

500003047475--8
-11/17/99--01077--002
*****35.00 *****35.00

500003047475--8
-12/09/99--01088--005
*****25.00 *****25.00

RE: **Filing of Articles of Merger**
Assets and Obligations of G & M INSURANCE CORPORATION to be
merged into ELDER CARE HEALTH SERVICES, L.L.C.

Dear Sir/Madam:

Enclosed please the Articles of Merger regarding the above-referenced proposed merger, along with a Business Plan attached thereto. We are also enclosing this law firm's check in the amount of \$35.00, representing the filing fee.

If you have any questions, please do not hesitate to call. Thank you for your assistance with this matter.

Very truly yours,

Claudia Liberman

Claudia Liberman, Legal Assistant

/cll
Enclosures

00789/02716/00676/00524/02706/02707/02710
00789/00167/00524/02706/02707/02710

VB
2-14-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 17, 1999

CLAUDIA LIBERMAN
SCHWARTZ, GOLD, COHEN, ET AL
54 S.W. BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: ELDER CARE HEALTH SERVICES, L.L.C.
Ref. Number: L99000006725

We have received your document for ELDER CARE HEALTH SERVICES, L.L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The "Plan of Merger" must indicate who the surviving entity is.

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 099A00059016

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 1, 1999

CLAUDIA LIBERMAN
SCHWARTZ, GOLD, COHEN, ET AL
54 S.W. BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: ELDER CARE HEALTH SERVICES, L.L.C.
Ref. Number: L99000006725

We have received your document for ELDER CARE HEALTH SERVICES, L.L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 52.50

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

There is a balance due of \$25.00.

The "Plan of Merger" must indicate who the surviving entity is.

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 399A00056718

ARTICLES OF MERGER
Merger Sheet

MERGING:

G & M INSURANCE SERVICES CORPORATION, a Florida corporation, S84229

into

ELDER CARE HEALTH SERVICES, L.L.C., a Florida entity L99000006725

File date: February 11, 2000

Corporate Specialist: Trevor Brumbley

00FF9 11 4110:5K
STATION 5, 2000
TALLAHASSEE, FLORIDA

ALL INFORMATION
HEREIN IS UNCLASSIFIED
DATE 11/11/00 BY 1045

ARTICLES OF MERGER

1584229
✓ L99006006725
G & M INSURANCE CORPORATION, a Florida corporation, and ELDER CARE HEALTH SERVICES, L.L.C., a Florida limited liability company, have adopted a Plan of Merger dated November 11th, 1999, whereby the assets, interests and obligations of G & M Insurance Corporation are to be merged into Elder Care Health Services, L.L.C., which shall be the surviving entity. A Plan of Merger was adopted by the Shareholders of G & M Insurance Corporation and the Members of Elder Care Health Services, L.L.C. on November 11th, 1999. Attached hereto is the Plan of Merger which has been adopted by the respective companies.

DATED this 11th day of November, 1999.

G & M INSURANCE CORPORATION

By:

Andrea Marmorstein, Pres.
Andrea Marmorstein, President

ELDER CARE HEALTH SERVICES, L.L.C.

By:

Andrea Marmorstein
Andrea Marmorstein, Member

By:

Stephen Giganti
Stephen Giganti, Member

REC'D
FILED
00 FEB 11 PM 10:19
CLERK OF DISTRICT COURT
HALL COUNTY FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

Name

Jurisdiction

S84229
G & M Insurance Corporation, a
Florida corporation

7305 W. Sample Road
Coral Springs, Florida

19910000006785
Elder Care Health Services, L.L.C.
a Florida limited liability
community

7305 W. Sample Rd.
Coral Springs, Florida

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

Name

Jurisdiction

Elder Care Health Services, L.L.C.
a Florida limited liability company

7305 W. Sample Road
Coral Springs, Florida

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

All assets and liabilities of G & M Insurance Corporation shall become assets and liabilities of Elder Care Health Services, L.L.C. Each of the two Shareholders of G & M Insurance Corporation shall receive one-half of the membership interests in the surviving limited liability company in exchange for their stock in G & M Insurance Corporation. G & M Insurance Corporation shall thereafter no longer exist as a separate entity.

(Attach additional sheet(s) if necessary)

RECEIVED
JUL 11 11:10 AM
STATE
OF FLORIDA
DOFF 11 11:10 AM
11/11/18

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All assets and liabilities of G & M Insurance Corporation shall become assets and liabilities of Elder Care Health Services, L.L. C. Each of the two Shareholders of G & M Insurance Corporation shall receive one-half of the membership interests in the surviving limited liability company in exchange for their stock in G & M Insurance Corporation.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

**If General Partner is a Non-Individual,
Florida Document/Registration Number**

Not Applicable

Individual
ation Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Stephen Giganti	7305 W. Sample Road, Coral Springs, Florida
Andrea Marmorstein	7305 W. Sample Road, Coral Springs, Florida

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

This Plan of Merger has been approved by the Shareholders of G. & M Insurance Corporation and the Members of Elder Care Health Services, L.L.C.

RECEIVED
OFFICE OF THE
CLERK OF THE
COURT
JAN 11 11:10:13
STATE OF FLORIDA

(Attach additional sheet(s) if necessary)

DATED this 11th day of November, 1999.

G & M INSURANCE CORPORATION

By

G & M INSURANCE CORPORATION
By: Andrea Marmorstein, President
Andrea Marmorstein, President

Andrea Marmorstein, President

ELDER CARE HEALTH SERVICE, L.L.C.

By:

By: Andrea Marmorstein
Andrea Marmorstein, Member

Andreas Marmorstein, Member

By:

By: Stephen Giganti
Stephen Giganti, Member

Stephen Giganti, Member

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MID: 19
MID: 19

Handwritten notes on a piece of lined paper. The notes include the date "11-2-84" and the name "WILLIAM". There are also various scribbles, symbols, and illegible handwriting throughout the page.