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EXAMINER



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DEPARTMENT OF STATE

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FLORIDA DEPARTMENT OF STATE Division of Corporations

June 15, 2012

WILLIAM B. ECK GREENBERG TRAURIG 2101 L STREET, N.W., STE. 1000 WASHINGTON, DC 20037

SUBJECT: PLAZA ADVANTAGE HEALTH CORP.

Ref. Number: N12000005907

We have received your document for PLAZA ADVANTAGE HEALTH CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the Articles of Merger, a Plan of Merger must be completed and submitted. You may use our attached form as a guide.

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) 245-6051.

Buck Kohr Regulatory Specialist II

Letter Number: 612A00016792



William B. Eck Tel (202) 331-3122 Fax (202) 261-4755 eckw@gtlaw.com

June 13, 2012

VIA HAND-DELIVERY

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: PLAZA ADVANTAGE HEALTH CORP.

Dear Sir or Madam:

The enclosed Articles of Merger and fee are submitted for filing. Please return all correspondence regarding to this matter to the following:

William B. Eck Greenberg Traurig, LLP 2101 L Street, N.W. Suite 1000 Washington, D.C. 20037 eckw@gtlaw.com

For further information regarding this matter, please call:

William B. Eck at (202) 331-3122.

Enclosed is a check made payable to the Florida Department of State in the amount of \$78.75 in payment of the filing fees and for one certified copy of the Articles of Merger. An additional copy is enclosed.

Sincerel

William B. Eck

Enclosures

ARTICLES OF MERGER PLAZA ADVANTAGE HEALTH CORP.

The following Articles of Merger are submitted to merge the following Florida profit corporation and corporation not for profit in accordance with Sections 607.1109 and 617.0302, Florida Statutes.

FIRST:

The exact name, jurisdiction and entity type of each merging party are as follow

Name

Entity Type

Plaza AH, Inc.

Florida

profit corporation

Plaza Advantage

Florida

corporation not for profit

Health Corp.

SECOND:

The exact name, jurisdiction and entity type of the surviving party are as follows:

Jurisdiction Entity Type <u>Name</u>

Plaza Advantage

Florida

corporate not for profit

Health Corp.

THIRD:

The Plan of Merger attached as Exhibit A hereto was approved by each domestic corporation that is a party to the merger in accordance with the applicable

provisions of Chapter 607 and Chapter 617, Florida Statutes.

FOURTH:

The signatures for each party are set forth below:

Name of Individual and Office Name of Equity Signatures

Plaza AH, Inc.

William Zubkoff, President

Plaza Advantage

Health Corp.

William Zubkoff, President

EXHIBIT A PLAN OF MERGER

FIRST:

The exact name, jurisdiction and entity type of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	Entity Type
Plaza AH, Inc.	Florida	profit corporation
Plaza Advantage Health Corp.	Florida	corporation not for profit

SECOND:

The exact name, jurisdiction and entity type of the surviving party are as follows:

Name	<u>Jurisdiction</u>	Entity Type
Plaza Advantage Health Corp.	Florida	corporate not for profit

THIRD:

The terms and conditions of the merger are as follows:

Plaza AH, Inc. shall be merged with and into Plaza Advantage Health Corp., which shall statutorily succeed by virtue thereof to all of the rights, benefits and privileges of Plaza AH, Inc., and be subject to all of the liabilities, obligations and contingencies of Plaza AH, Inc. Other than the foregoing, no consideration shall pass from either party to the other, nor shall either party make any representations or warranties to the other.

FOURTH: A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party, Plaza AH, Inc., into the interests, shares, obligations or other securities of the surviving party, Plaza Advantage Health Corp., or into cash or other property is as follows:

All of the issued and outstanding stock of Plaza AH, Inc. owned by Hebrew Home Health Network, Inc., a Florida corporation not for profit will be cancelled. Hebrew Home Health Network, Inc. is the sole shareholder of Plaza AH, Inc. and owns all of the issued and outstanding stock of Plaza AH, Inc. There are no other interests, shares, obligations or other securities of Plaza AH, Inc. None of the stock of Plaza AH, Inc. will be converted into any interests shares, obligations or other securities of Plaza Advantage Health Corp., the surviving party and a Florida corporation not for profit, or into cash or other property.

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

There are no rights to acquire interests, shares, obligations or other securities of the merged entity, Plaza AH, Inc., authorized, issued or outstanding or to which Plaza AH, Inc. is a party or subject or by which Plaza AH, Inc. is bound. No such rights to acquire will be converted into rights to acquire interests, shares, obligations or other securities of the survivor, Plaza Advantage Health Corp.