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PERBEX98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)297-0217

FAX #:

NAME: EPILEPSY SERVICES OF BROWARD, INC. AUDIT NUMBER.....H98000024397 DOC  
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Att: Karen  
Gibson

Amendment / Merger Dept

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EPILEPSY ASSOCIATION OF BROWARD COUNTY, INCORPORATED, a  
Florida corporation, document number N15161

INTO

**EPILEPSY SERVICES OF BROWARD, INC.,** a Florida corporation,  
N93000002352

File date: December 31, 1998

Corporate Specialist: Karen Gibson

H980000243975

FILED  
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SECRETARY OF STATE  
FLORIDA

**ARTICLES OF MERGER  
OF  
EPILEPSY ASSOCIATION OF BROWARD COUNTY, INCORPORATED  
INTO  
EPILEPSY SERVICES OF BROWARD, INC.**

EPILEPSY ASSOCIATION OF BROWARD COUNTY, INCORPORATED, a Florida not-for-profit corporation ("EAB") and EPILEPSY SERVICES OF BROWARD, INC., a Florida not-for-profit corporation ("ESB"), pursuant to Section 617.1105, Florida Statutes, hereby execute these Articles of Merger to effectuate the merger of EAB into ESB.

**ARTICLE I  
PARTIES; SURVIVING CORPORATION**

EAB will be merged into ESB, which will be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). ESB shall continue its corporate existence under the laws of the State of Florida and succeed to all rights, privileges, immunities, property, debts due, liabilities and obligations of EAB and ESB in accordance with the provisions of the Florida Not-for-Profit Corporation Act (the "Act"). The name of the Surviving Corporation shall be Epilepsy Services of Broward, Inc. unless and until changed in accordance with the requirements of the Act.

**ARTICLE II  
PLAN OF MERGER**

1. Plan of Merger. The Plan of Merger ("Plan") is to accomplish the merger of EAB into ESB. Such merger is intended to comply with the requirements of the Act. Such merger shall be accomplished in the manner stated in the Plan.
2. Approval; Effective Date. The Plan was adopted by the Members and Board of Directors of EAB and ESB by written consent on December 16, 1998 and executed by the Members in accordance with Section 617.0701, Florida Statutes. The merger shall become effective as of December 31, 1998 ("Effective Date"), in accordance with Section 617.1105, Florida Statutes.
3. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of ESB, as in effect prior to the Effective Date, shall continue to be the Articles and Bylaws of the Surviving Corporation, until thereafter amended as provided therein or by law.
4. Membership; Directors and Officers. Following the Effective Date, Epilepsy Foundation of South Florida, Inc. shall become the sole voting Member of the Surviving Corporation. The directors of ESB prior to the Effective Date shall continue to be the directors of the Surviving Corporation until their successors have been duly elected in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation. The officers of ESB prior to the Effective Date shall continue to be the officers of the Surviving Corporation, each to hold office

This document was prepared by:  
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FL Bar # 0770655

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until their successor have been duly appointed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

5. Authorization of Necessary Acts. The Board of Directors and Members of EAB and ESB shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the purposes and intentions of this Plan, so long as any such actions shall not be inconsistent with the provisions of the Act or the Plan, including but not limited to, the payment of necessary filing fees and including the filing of the requisite information concerning the Plan with either EAB's or ESB's Federal income tax returns. The Board of Directors and Members of EAB and ESB shall be held harmless by each other for any action under this Plan taken in good faith, and any expenses or liabilities so incurred.

Epilepsy Association of Broward County, Incorporated

By: Andrew F. Daniels  
 Printed Name: Andrew F. Daniels  
 Its: A Vice-President  
 Date: December 30, 1998

Epilepsy Services of Broward, Inc.

By: Andrew F. Daniels  
 Printed Name: Andrew F. Daniels  
 Its: Vice-President  
 Date: December 30, 1998

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