

N98000006321

W/1



ACCOUNT NO. : 072100000032

REFERENCE : 020577 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

FILED
98 NOV -4 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 4, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 020577-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

000002679890--0

ARTICLES OF MERGER

997-67093 OASIS BEHAVIORAL HEALTH
CENTER, INC. (Profit)
(FL)
INTO

N98-6321 OASIS BEHAVIORAL HEALTH
CENTER TWO, INC. (NP) Surv.
(FL)

FILE
SECOND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

FF \$70
CC \$52.50

Name	XX
Availability	
Document Examiner	<i>let</i>
Updater	<i>let</i>
Updater Verifier	<i>let</i>
Acknowledgement	<i>let</i>
W. P. Verifier	<i>let</i>

CERTIFIED COPY
PLAIN STAMPED COPY

PERSON: Sara Lea
EXAMINER'S INITIALS:

14 NOV 4- AM 10:41

RECEIVED

Therap w/ Arlene

RECEIVED
98 NOV -5 PM 12:10
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

OASIS BEHAVIORAL HEALTH CENTER, INC. (P97000067093)

INTO

OASIS BEHAVIORAL HEALTH CENTER TWO, INC. which changed its name to
OASIS BEHAVIORAL HEALTH CENTER, INC., a Florida corporation,
N98000006321

File date: November 4, 1998

Corporate Specialist: Brenda Tadlock



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 9, 1998

CSC
ATTN: SARA LEA
TALLAHASSEE, FL

SUBJECT: OASIS BEHAVIORAL HEALTH CENTER TWO, INC.
Ref. Number: N98000006321

RESUBMIT
Please give original
submission date as file date.

We have received your document for OASIS BEHAVIORAL HEALTH CENTER TWO, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following: ✓

The plan of merger must contain 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. ✓

The articles of merger must be executed as follows:
All Corporations:

Signature of Chairman,
Vice Chairman, President
or Any Officer
(If no directors
selected, by an
incorporator.)

All General Partnerships:

Signature of two
partners

All Domestic Limited Partnerships:

Signatures of All
General Partners

All Non-Florida Limited Partnerships:

Signature of one
General Partner

All Limited Liability Companies:

Signature of a Member

All Other Business Entities:

In accordance with the
laws of their
jurisdiction. ✓

If you have any questions concerning the filing of your document, please call
(850) 487-6911. ✓

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 298A00054206

RECEIVED
98 NOV 13 AM 10:39

**ARTICLES OF MERGER
OF
OASIS BEHAVIORAL HEALTH CENTER, INC.
INTO
OASIS BEHAVIORAL HEALTH CENTER TWO, INC.**

FILED
98 NOV -4 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1108, 607.1109 and 607.1110 of the Florida Business Corporation Act (the "Act"), OASIS BEHAVIORAL HEALTH CENTER TWO, INC. (the "Survivor"), a Florida not for profit corporation, and OASIS BEHAVIORAL HEALTH CENTER, INC., a Florida corporation ("Oasis") adopt the following Articles of Merger for the purpose of merging Oasis with and into the Survivor.

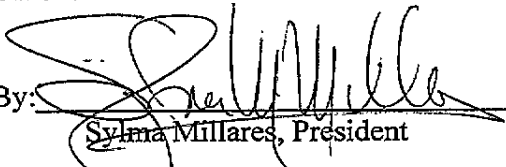
FIRST The Plan of Merger (the "Plan") is attached hereto as Exhibit A.

SECOND The Board of Directors of the Survivor adopted the Plan as of November 4, 1998, in accordance with all applicable Florida Statutes. At that time, three directors were in office. The directors voted in favor of the Plan. The Survivor had no members as of the time of approval the Plan.

THIRD The Board of Directors and the Shareholders of Oasis adopted the Plan on November 3, 1998, in accordance with all applicable Florida Statutes. At that time, one director was in office and Oasis had one shareholder. The director and the shareholder voted in favor of the Plan.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto on November 12, 1998.

OASIS BEHAVIORAL HEALTH CENTER TWO, INC.

By: 
Sylma Millares, President

OASIS BEHAVIORAL HEALTH CENTER, INC.

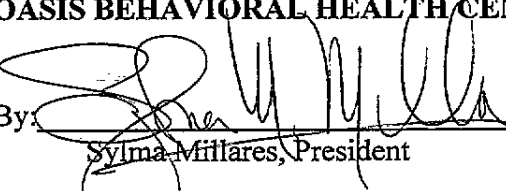
By: 
Sylma Millares, President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER between OASIS BEHAVIORAL HEALTH CENTER, INC. ("Oasis"), a Florida corporation, and OASIS BEHAVIORAL HEALTH CENTER TWO, INC. (the "Survivor"), a Florida nonprofit corporation.

1. Merging Corporations Oasis and the Survivor desire to effect the merger (the "Merger") of Oasis with and into the Survivor, with the Survivor to survive the Merger.
2. Terms and Conditions Oasis, pursuant to the provisions of the Florida Business Corporations Act (the "Act"), shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. The Merger shall become effective on the date on which the Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date"). Upon the Effective Date, the existence of Oasis shall cease and the Survivor shall assume the obligations of Oasis.
3. Articles of Incorporation As of the Effective Date, the Articles of Incorporation of the Survivor shall remain unchanged with the exception that (i) the name of the Survivor shall be changed from OASIS BEHAVIORAL HEALTH CENTER TWO, INC. to OASIS BEHAVIORAL HEALTH CENTER, INC. and (ii) the Survivor shall have one member.
4. Bylaws As of the Effective Date, the Bylaws of the Survivor shall change in various respects, including, but not limited to, the sections pertaining to membership in the Survivor.
5. Directors and Officers The directors and officers of the Survivor in office on the Effective Date shall continue to be the directors and officers of the Survivor, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Survivor.
6. Capital Stock; Conversion of Shares. Upon the Effective Date, each shareholder of Oasis shall become a member of Survivor and each share in Oasis shall result in a membership interest in Survivor, provided that there shall be one membership interest per member of Survivor.
7. Rights to Acquire Shares. There are no outstanding rights to acquire any interests, shares, obligations or other securities of Oasis so that there is no need to convert such rights to interests, shares, obligations or other securities.