

N98000006803



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 049113 4303929

AUTHORIZATION : *Patric*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 DEC -2 PM 3:15

ORDER DATE : December 2, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 049113-010

CUSTOMER NO: 4303929

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

7000002700407--9

ARTICLES OF MERGER

SUNNY DAY P.H.P., INC.

INTO

SUNNY DAY COMMUNITY MENTAL  
HEALTH CENTER, INC.

*4 includes  
the*

FILE SECOND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
98 DEC -2 PM 12:08

*B/K 12/2/98*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNNY DAY P.H.P., INC., a Florida corporation (P95000087844)

INTO

**SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC.,** a Florida  
corporation, N98000006803

File date: December 2, 1998

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 78.75

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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**ARTICLES OF MERGER  
OF  
SUNNY DAY P.H.P., INC.  
INTO  
SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC.**

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Pursuant to the provisions of Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act (the "Act"), SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC. (the "Survivor"), a Florida not for profit corporation, and SUNNY DAY P.H.P., INC., a Florida corporation ("Sunny Day") adopt the following Articles of Merger for the purpose of merging Sunny Day 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~~ <sup>December</sup> 2, 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 one member and that member voted in favor of the Plan.

**THIRD** The Board of Directors and the Shareholder of Sunny Day adopted the Plan on November 30, 1998, in accordance with all applicable Florida Statutes. At that time, one director was in office and Sunny Day 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~~ <sup>December</sup> 2, 1998.

**SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC.**

By: Rosie Abreu  
Rosie Abreu, President

**SUNNY DAY P.H.P., INC.**

By: Rosie Abreu  
Rosie Abreu, President

**EXHIBIT A  
PLAN OF MERGER**

**PLAN OF MERGER** between SUNNY DAY P.H.P., INC. ("Sunny Day"), a Florida corporation, and SUNNY DAY COMMUNITY MENTAL HEALTH CENTER, INC. (the "Survivor"), a Florida nonprofit corporation.

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1. Merging Corporations Sunny Day and the Survivor desire to effect the merger (the "Merger") of Sunny Day with and into the Survivor, with the Survivor to survive the Merger.
2. Terms and Conditions Sunny Day, 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 Sunny Day shall cease and the Survivor shall assume the obligations of Sunny Day.
3. Articles of Incorporation As of the Effective Date, the Articles of Incorporation of the Survivor shall remain unchanged.
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 Sunny Day shall become a member of Survivor and each share in Sunny Day 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 Sunny Day so that there is no need to convert any such rights to interests, shares, obligations or other securities.