



PO000000000019

ACCOUNT NO. : 072100000032

REFERENCE : 531227 5058487

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 531227-015

CUSTOMER NO: 5058487

CUSTOMER: Ms. Nancy G. Miller  
Miller & Martin, LLP  
7th Floor  
1275 Peachtree Street North Ea  
Atlanta, GA 30309-3576

900003085319--7

merger

EFFECTIVE DATE  
12/31/99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 30 PM 3:51

FILED

ARTICLES OF MERGER

KEYSTONE, INC.

INTO

KEYSTONE OF ST. AUGUSTINE,  
INC.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 30 PM 3:50

RECEIVED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

AGR  
1/4/00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

KEYSTONE, INC., a Georgia corporation not authorized to transact business in  
Florida

INTO

**KEYSTONE OF ST. AUGUSTINE, INC.**, a Florida entity, P00000000019.

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

EFFECTIVE DATE  
12/31/99

## ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Keystone of St. Augustine, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Keystone, Inc.</u>	<u>Georgia</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 99 <sup>at midnight</sup> (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 29, 1999

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 29, 1999

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
99 DEC 30 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seyenth: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Keystone, Inc.**

Craig Van Horn, President

Keystone of St. Augustine, Inc.

Craig Van Horn, President

# **PLAN OF MERGER**

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

Keystone, Inc.

Georgia

The name and jurisdiction of each **subsidiary** corporation is

Name

Jurisdiction

Keystone of St. Augustine, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each share of the merging (Parent) corporation shall be exchanged for an equal number of shares of the surviving (subsidiary) corporation upon the effectiveness of the merger. The outstanding shares of the surviving corporation shall be cancelled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

**Upon the effectiveness of the merger, and the surrender of any certificates representing the outstanding shares of the parent corporation, an equal number of shares of the subsidiary (surviving) corporation shall be issued to the holders of the shares of the parent corporation.**

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**The officers and directors of the merging corporation shall become the officers and directors of the surviving corporation upon the effectiveness of the merger.**