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MERGER OR SHARE EXCHANGE

BAY AREA INJURY REHAB SPECIALIST, INC.

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merger

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10/10/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., a Florida
corporation, P01000005459

BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., a Florida
corporation, P01000005451

INTO

BAY AREA INJURY REHAB SPECIALIST, INC., a Florida entity,
P00000004367.

File date: October 9, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2001

BAY AREA INJURY REHAB SPECIALIST, INC.
7171 N. DALE MABRY
SUITE 503
TAMPA, FL 33614

SUBJECT: BAY AREA INJURY REHAB SPECIALIST, INC.
REF: P00000004367

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

THE CORRECT MERGER FORMS ARE BEING FAXED.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000105389
Letter Number: 401A00056235

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**ARTICLES OF MERGER
OF
BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and
BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.
INTO
BAY AREA INJURY REHAB SPECIALIST, INC.**

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Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., Florida Corporations, and BAY AREA INJURY REHAB SPECIALIST, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALIST, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALIST, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. BAY AREA INJURY REHAB SPECIALIST, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are 1000 shares of authorized common stock, \$.10 par value, per share, of BAY AREA INJURY REHAB SPECIALIST, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 1000 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of BAY AREA INJURY REHAB SPECIALIST, INC. held effective October 8, 2001.

**ARTICLES OF MERGER OF BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.
AND BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.**

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3. The Plan of Merger was unanimously approved by the Board of Directors of BAY AREA INJURY REHAB SPECIALIST, INC. at a special meeting of the Board held effective October 8, 2001.

4. There are 10,000 shares of authorized common stock, \$.01 par value, per share, of BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., of which 400 shares are issued and outstanding, and there are 10,000 shares of authorized common stock, \$.01 par value, per share, of BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., of which 400 shares are issued and outstanding, that were entitled to vote at a special meeting of the Shareholders of BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. held effective October 8, 2001.

5. The Plan of Merger was approved by the Shareholders and Board of Directors of BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. at a special meeting of the Shareholders and Board of Directors held effective October 8, 2001.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective October 8, 2001.

BAY AREA INJURY REHAB SPECIALISTS
HOLDINGS, INC.

By: 

ALAN S. GASSMAN

Its: Assistant Secretary

ARTICLES OF MERGER OF BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.
AND BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.

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BAY AREA INJURY REHAB SPECIALISTS OF
PASCO, INC.

By: 

ALAN S. GASSMAN

Its: Assistant Secretary

BAY AREA INJURY REHAB SPECIALIST, INC.

By: 

ALAN S. GASSMAN

Its: Assistant Secretary

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ARTICLES OF MERGER OF BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.
AND BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and
BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.
INTO
BAY AREA INJURY REHAB SPECIALIST, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective October 8, 2001, by and between BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., Florida Corporations (the "Merging Corporations"), and BAY AREA INJURY REHAB SPECIALIST, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporation are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 7171 N. Dale Mabry Highway, Suite 503, Tampa, FL 33684-5265, Hillsborough County, Florida, its Registered Agent being RANDOLPH J. WOLFE, whose address is 100 N. Tampa Street, Suite 2700, Tampa, FL 33602; and

WHEREAS, the principal and registered office of the Merging Corporations are in the State of Florida, located at 7171 N. Dale Mabry, Suite 503, Tampa, FL 33614 and 6179 Gall Blvd., Suite 104, Zephyrhills, FL 33541, their Registered Agent being RANDOLPH J. WOLFE, whose address is 201 N. Franklin Street, #2200, Tampa, FL 33602; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 1000 shares of common stock at \$.10 par value; and

WHEREAS, the Merging Corporations are currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporations be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION**PAGE 1**

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laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporations shall be merged with and into the Surviving Corporation, and the Merging Corporations and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the sole corporation continuing after the merger, and the separate existence of the Merging Corporations shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporations are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date of this Agreement. The certificates representing the shares of stock of the Merging Corporations shall be surrendered and canceled on the effective date. The outstanding shares of the Surviving Corporations shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

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ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

BAY AREA INJURY REHAB SPECIALISTS
HOLDINGS, INC.

By: 
ALAN S. GASSMAN

Its: Assistant Secretary

BAY AREA INJURY REHAB SPECIALISTS
OF PASCO, INC.

By: 
ALAN S. GASSMAN

Its: Assistant Secretary

BAY AREA INJURY REHAB SPECIALIST,
INC.

By: 
ALAN S. GASSMAN

Its: Assistant Secretary

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

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This instrument was prepared by ALAN S. GASSMAN, P.A., whose address is 1245 Court Street, Suite 102, Clearwater, Florida 33756.

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:sent 10-8-01

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

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