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FILED
01 NOV -9 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 2001
VIA FEDERAL EXPRESS

VIA FACSIMILE TRANSMISSION
850-245-6901

Susan Payne
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300004683233--0

Dear Susan:

Pursuant to your discussion with Ellen Tischio of my office, the original merger documents for Bay Area Injury Rehab Specialist, Inc. that were filed on October 9, 2001 were inaccurate. The original merger merging Bay Area Injury Rehab Specialists of Pasco, Inc. and Bay Area Injury Rehab Specialists Holdings, Inc. into Bay Area Injury Rehab Specialist, Inc. are corrected and amended as follows:

a. **BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. shall merge into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.**

b. **BAY AREA INJURY REHAB SPECIALIST, INC. shall continue to operate as BAY AREA INJURY REHAB SPECIALIST, INC following the effective date of these Articles of Correction and shall not be a party to the Merger.**

We also are enclosing the following documents:

- 1) Articles of Correction for the original merger that was filed on October 9, 2001.
- 2) Corrected Articles of Merger, merging Bay Area Injury Rehab Specialists of Pasco, Inc. into Bay Area Injury Rehab Specialists Holdings, Inc., Agreement of Merger and Plan of

Articles of Correction filed to correct merger originally filed 10/9/01 merging BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALIST, INC. Corrected to reflect that BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. merged into



Susan Payne
November 8, 2001
Page 2

Reorganization merging Bay Area Injury Rehab Specialists of Pasco, Inc. into Bay Area Injury Rehab Specialists Holdings, Inc., and Plan of Merger merging Bay Area Rehab Specialists of Pasco, Inc. into Bay Area Injury Rehab Specialists Holdings, Inc.

3) Original Articles of Merger that were filed on October 9, 2001 for Bay Area Injury Rehab Specialist, Inc.

We are also enclosing a check made payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Thank you very much for your assistance with this matter. Please contact us if you have any questions regarding the corrected merger.

Very truly yours,


Alan S. Gassman

ASG:emt
Enclosures

J:\R\Rosen, Jay\Corporate Merger\Payne.2a.wpd
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**ARTICLES OF CORRECTION FOR THE MERGER OF
BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.
AND
BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. INTO
BAY AREA INJURY REHAB SPECIALIST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, on October 9, 2001, the undersigned corporations, BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., and BAY AREA INJURY REHAB SPECIALIST, INC., all Florida corporations, adopted the following agreements pursuant to Section 607.1105 of the Florida statutes, for purposes 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.:

1. 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.; and
2. 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.;
3. Plan of Merger merging BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALIST, INC.

The above referenced corporate merger documents filed on October 9, 2001 may be hereinafter referred to collectively as the "Original Merger Articles."

WHEREAS, the Original Merger Articles were inaccurate and the original merger is hereby corrected and amended as follows:

1. BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. shall merge into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.
2. BAY AREA INJURY REHAB SPECIALIST, INC. shall continue to operate as BAY AREA INJURY REHAB SPECIALIST, INC. following the effective date of these Articles of Correction and shall not be a party to the Merger.

WHEREAS, the undersigned corporations hereby correct the Original Merger Articles, effective the 9th day of October, 2001 in accordance with Florida Statute Section 607.1024 and replace it with the following corrected merger documents:

1. Articles of Merger merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.;
2. Agreement of Merger and Plan of Reorganization, merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.; and
3. Plan of Merger, merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.; and

WHEREAS, the directors of the constituent corporations deem it advisable and to the advantage of the corporations that the former Articles of Merger and Agreement of Merger and Plan of Reorganization shall be revoked in its entirety and replaced with new Articles of Merger and the Agreement of Merger and Plan of Reorganization merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.

NOW, THEREFORE, in consideration of the mutual covenants contained in this Agreement, the undersigned corporations hereby agree as follows:

1. Pursuant to Section 607.1104 of the Florida statutes, BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. and BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. hereby adopt the following corrected merger documents:

- a. Articles of Merger, merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.

- b. Agreement of Merger and Plan of Re-organization merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.

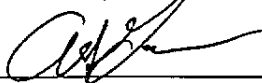
- c. Plan of Merger, merging BAY AREA REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.

2. The Corrected Articles of Merger, Agreement of Merger and Plan of Re-organization and Plan of Merger, merging BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. into BAY AREA INJURY REHAB SPECIALISTS OF HOLDINGS, INC., are hereby attached to these Articles of Correction as an Exhibit and incorporated herein by reference.

3. BAY AREA INJURY REHAB SPECIALIST, INC. is not a party to this merger and shall continue to operate as BAY AREA INJURY REHAB SPECIALIST, INC.

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 on this 25 day of November, 2001.

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

J:\R\Rosen, Jay\Corporate Merger\Articles of Correction for Articles of Merger.2A.wpd
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**ARTICLES OF MERGER
OF
BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.
INTO
BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.**

Pursuant to Section 607.1104 of the Florida Statutes, the undersigned Corporations, BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., a Florida Corporation, (the "Merging Entity") and BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., a Florida Corporation, (the "Surviving Entity") adopt the following Articles of Merger for the purpose of merging the Merging Entity into Surviving Entity:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of the Merging Entity into Surviving Entity is attached to these Articles as an Exhibit and incorporated herein by reference. Surviving Entity, shall be the Surviving Corporation.

Adoption of Plan

2. There are 10,000 shares of authorized common stock, \$.01 par value, per share, of Surviving Entity, of which 400 shares are issued and outstanding of Surviving Entity. All 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 Surviving Entity held effective November 7, 2001.

3. The Plan of Merger was unanimously approved by the Board of Directors of Surviving Entity at a special meeting of the Board held effective November 7, 2001.

4. There are 10,000 shares of authorized common stock, \$.01 par value, per share, of Merging Entity, of which 400 shares are issued and outstanding, that were entitled to vote at a special meeting of the Shareholders of Merging Entity held effective November 7, 2001.

5. The Plan of Merger was approved by the Board of Directors of Merging Entity at a special meeting of the Shareholders and Board of Directors held effective November 7, 2001.

6. In accordance with Fla. Stat. Section 607.1104(b)(4), all shareholders of the Merging Entity were given the option to be paid the fair value of their shares if they dissented to the merger

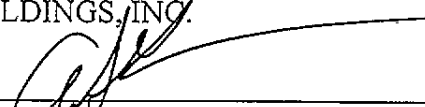
of the Merging Entity into the Surviving Entity and none of the Shareholders of the Merging Entity dissented to the Merger by and between the Merging Entity and the Surviving Entity.

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 November 7, 2001.

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

J:\Rosen, Jay\Corporate Merger\New Articles of Merger.1.wpd
jmg

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

THIS AGREEMENT of Merger and Plan of Reorganization is made effective November 7, 2001, by and between BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC., Florida Corporation (the "Merging Corporation"), into BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporation are sometimes collectively 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 Corporation is 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, and its Registered Agent being RANDOLPH J. WOLFE, whose address is 100 N. Tampa Street, Suite 2700, Tampa, FL 33602; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 10,000 shares of common stock at \$.10 par value; and

WHEREAS, the Merging Corporation is a wholly owned subsidiary 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 Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs;

WHEREAS, the Merging Entity shall be merged into the Surviving Entity in accordance with Florida law.

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 Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation 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 Corporation 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 Corporation are currently owned by 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 Corporation shall be surrendered and canceled on the effective date. The outstanding shares of the Surviving Corporation 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.

ARTICLE IV

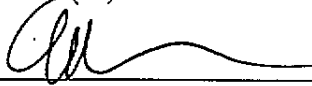
This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

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
OF PASCO, INC.

By: 
ALAN S. GASSMAN
Its: Assistant Secretary

BAY AREA INJURY REHAB SPECIALISTS
HOLDINGS, INC.

By: 
ALAN S. GASSMAN

Its: Assistant Secretary

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

J:\R\Rosen, Jay\Corporate Merger\New Agreement of Merger.1.wpd
tjmg

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger and is being submitted in accordance in accordance with Florida Statutes Section(s) 617.1103 and 617.1104:

FIRST: The exact name and jurisdiction of the merging party (" Merging Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
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BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC.	Florida
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SECOND: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
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BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC.	Florida
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THIRD: The terms and conditions of the merger are as follows:

1. The Merging Entity shall be merged into the Surviving Entity.
2. The outstanding shares of Merging Entity shall be canceled without consideration.
3. The outstanding shares of Surviving Entity shall remain outstanding and are not affected by the merger.
4. Merging Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and effective date of the merger shall be the date of filing with the Secretary of State.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

NA

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the 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 are as follows:

N/A

FIFTH: In accordance with Fla. Stat. Section 607.1104(b)(4), all shareholders of the Merging Entity were given the option to be paid the fair value of their shares if they dissented to the merger of the Merging Entity into the Surviving Entity. None of the Shareholders who would have been entitled to vote, except for the applicability of Fla. Stat. Section 607.1104, dissented to the terms of the merger by and between the Merging Entity into the Surviving Entity and therefore none of the Shareholders of the Merging Entity were paid the fair value of their shares.

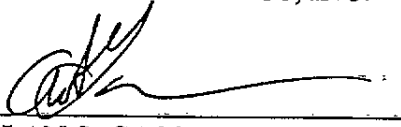
SIXTH: All Shareholders of the Merging Entity waived the mailing requirement set forth in Fla. Stat. Section 607.1104(2).

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

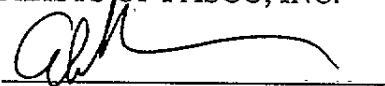
N/A

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger, effective the 7th day of November, 2001.

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

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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

October 10, 2001

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

Re: Document Number P00000004367

The Articles of Merger were filed October 9, 2001, for BAY AREA INJURY REHAB SPECIALIST, INC., the surviving Florida entity.

This document was electronically received and filed under FAX audit number H01000105389.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6906, the Amendment Section.

Darlene Connell
Corporate Specialist
Division of Corporations

Letter Number: 801A00056452

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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

**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.**

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.**

PAGE 1

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: H01000105389 0

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.

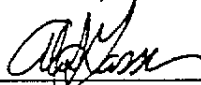
5. The Plan of Merger was approved by the Shareholders and Board of Directors of BAY AREA INJURY REHAB SPECIALISTS HOLDINGS, INC. and BAY AREA INJURY REHAB SPECIALISTS OF PASCO, INC. at a special meeting of the Shareholders and Board of Directors held effective October 8, 2001.

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.

PAGE 2

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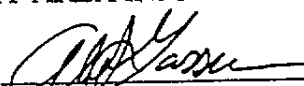
BAY AREA INJURY REHAB SPECIALISTS OF
PASCO, INC.

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.

PAGE 3

Alan S. Gassman, Esquire
1245 Court Street
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Florida Bar #: 371750
Audit Fax #: H01000105389 0

**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

Alan S. Gassman, Esquire
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Clearwater, FL 33756
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Audit Fax #: H01000105389 0

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.

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

PAGE 3

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1245 Court Street
Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750
Audit Fax #: H01000105389 0

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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

PAGE 4

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