

P000000006234

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TALLAHASSEE, FLORIDA

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02/02/05--01011--018 **183.75

J. BRYAN FEB - 6 2005

J. BRYAN MAR - 9 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Medi - Rap Direct, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heather L. North
(Name of person)

(Name of firm/company)

2536 Countryside Blvd., Sixth floor
(Address)

Clearwater, Florida 33763
(City/state and zip code)

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For further information concerning this matter, please call:

Robert Shatanoff at (727) 726-0726
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 8, 2005

HEATHER L. NORTH
2536 COUNTRYSIDE BLVD., SIXTH FLOOR
CLEARWATER, FL 33763

SUBJECT: MEDI-GAP DIRECT, INC.
Ref. Number: P00000006234

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TALLAHASSEE, FLORIDA

We have received your document for MEDI-GAP DIRECT, INC. and your check(s) totaling \$183.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You completed the wrong form

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 605A00008745

Boys

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.403, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Ameri-Life and Health Services of The Atlantic Coast, LLC. 2536 Countryside Blvd, Wth FL Clearwater, FL 33763	Delaware	LHC
Florida Document/Registration Number: M00000001988	FEI Number: 59-3665453	
2. Ameri-Life and Health Services of Pinellas County, LLC. 2536 Countryside Blvd, Wth FL Clearwater, FL 33763	Delaware	LLC
Florida Document/Registration Number: M00000001905	FEI Number: 59-3665489	
3. Ameri-Life and Health Services of Chattanooga, Inc. 2536 Countryside Blvd, Wth FL Clearwater, FL 33763	Florida	Corporation
Florida Document/Registration Number: P99000059484	FEI Number: 59-3599482 59-3599482	
4. Ameri-Life and Health Services of Knoxville, Inc. 2536 Countryside Blvd, Wth FL Clearwater, FL 33763	Florida	Corporation
Florida Document/Registration Number: P98000073574	FEI Number: 59-3534441	

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Medi-Gap Direct, Inc.
2536 Countryside Blvd, Gth FL

Jurisdiction

Florida

Entity Type

Corporation

Clearwater, FL 33763

Florida Document/Registration Number: 00000006234

FEI Number: 59-3639603

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

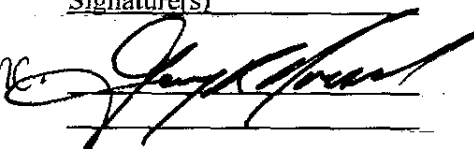
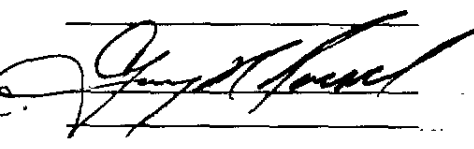
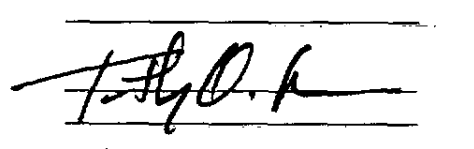
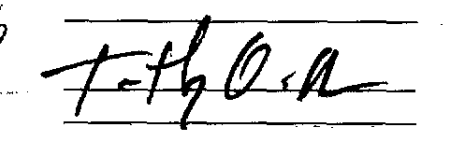
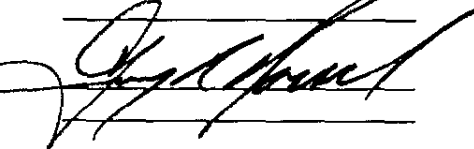
January 31, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Medi-Group Direct, Inc.		Gary R. Boesch President
Ameri-Life and Health Services of the Atlantic Coast, LLC.		Gary R. Boesch, Member
Ameri-Life and Health Services of Pinellas County, LLC.		Timothy O. North Member
Ameri-Life and Health Services of Chattanooga, Inc.		Timothy O. North President
Ameri-Life and Health Services of Knoxville, Inc.		Gary R. Boesch President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ameri-Life and Health Services of the Atlantic Coast, LLC.	Delaware
Ameri-Life and Health Services of Pinellas County, LLC.	Delaware
Ameri-Life and Health Services of Chattanooga, Inc.	Florida
Ameri-Life and Health Services of Knoxville, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
medi-Gap Direct, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows: *See Attached*

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(Attach additional sheet(s) if necessary)

PLAN OF MERGER

ITEM 3 – Terms and Conditions of Merger

The surviving company (Medi Gap Direct, Inc.) hereby agrees to assume all liabilities of the merged entity for a period not exceed three years from the date of merger.

The surviving company will not assume any contractual relationship which would be in violation of Florida statutes.

ITEM 4 – Conversion

The shares of the merged corporation will be converted into equal shares of the surviving corporation. Thus one share of the merged corporation will equal one share of the surviving corporation.

No cash will be given for fractional shares.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each 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:
- B. 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 are as follows:

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

W/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

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, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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(Attach additional sheet(s) if necessary)