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MERGER OR SHARE EXCHANGE

OMNI HOME HEALTH - HERNANDO, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HOME HEALTH AGENCY-HERNANDO, INC., a Florida corporation, document
number P01000111373

INTO

OMNI HOME HEALTH - HERNANDO, INC., a Florida entity, P01000076993

File date: January 30, 2003, effective January 31, 2003

Corporate Specialist: Karen Gibson

JAN-30-2003 02:57PM

FROM-AKERMAN SENTERFITT

854-759-8911

T-728 P.001/005 F-164



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 30, 2003

OMNI HOME HEALTH - HERNANDO, INC.
5429 COMMERCIAL WAY
SPRING HILL, FL 34606

SUBJECT: OMNI HOME HEALTH - HERNANDO, INC.
REF: P01000076993

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.

PLEASE COMPLETE THE DATE OF ADOPTION BY THE SHAREHOLDERS OF EACH CORPORATION, IN THE ARTICLES OF MERGER.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000037514
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF MERGER
OF
HOME HEALTH AGENCY-HERNANDO, INC.
AND
OMNI HOME HEALTH-HERNANDO, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Home Health Agency-Hernando, Inc. with and into Omni Home Health-Hernando, Inc. as approved and adopted by written consent of the shareholders of Home Health Agency-Hernando, Inc. entitled to vote thereon given on January 29, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Omni Home Health-Hernando, Inc. entitled to vote thereon given on January 29, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

2. Omni Home Health-Hernando, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective date of the merger herein shall provided for shall be January 31, 2003.

Executed on January 29, 2003.

HOME HEALTH AGENCY-HERNANDO, INC.

By: Beena Nappal
Name:
Title:

OMNI HOME HEALTH-HERNANDO, INC.

By: Beena Nappal
Name:
Title:

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PLAN OF MERGER
OF
HOME HEALTH AGENCY-HERNANDO, INC.
AND
OMNI HOME HEALTH-HERNANDO, INC.

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE
 1-31-03

PLAN OF MERGER adopted for Home Health Agency-Hernando, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 29, 2003, and adopted for Omni Home Health-Hernando, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 29, 2003. The names of the corporations planning to merge are Home Health Agency-Hernando, Inc., a business corporation organized under the laws of the State of Florida, and Omni Home Health-Hernando, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Home Health Agency-Hernando, Inc. plans to merge is Omni Home Health-Hernando, Inc..

1. Home Health Agency-Hernando, Inc. and Omni Home Health-Hernando, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Omni Home Health-Hernando, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Home Health Agency-Hernando, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

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5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.