

Division of Corporations

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DIVISION OF CORPORATIONS

**Florida Department of State
Division of Corporations
Public Access System****Electronic Filing Cover Sheet****Note: Please print this page and use it as a cover sheet. Type the fax and number (shown below) on the top and bottom of all pages of the document.**

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**To:**Division of Corporations
Fax Number : (850) 205-0360**From:**Account Name : PURCELL, FLANAGAN & HAY, P.A.
Account Number : 071722000522
Phone : (904) 355-0355
Fax Number : (904) 355-0820**EFFECTIVE DATE****12-31-2002****MERGER OR SHARE EXCHANGE***surviving entity:* **DMC of North Florida, Inc., a Delaware corp.**

Certificate of Status	0
Certified Copy	0
Page Count	3 4
Estimated Charge	\$172.50

\$200*Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

DMC OF NORTH FLORIDA, INC., a Florida corporation, document number
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INTO

DMC OF NORTH FLORIDA, INC., a Delaware entity not qualified in Florida.

File date: December 18, 2002, effective December 31, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1105 of the Florida Statutes and DE. C. Section 1-252 hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

DMC OF NORTH FLORIDA, INC., a Florida corporation,
DMC OF NORTH FLORIDA, INC., a Delaware corporation.

SECOND: The plan of merger is as follows:

1. Name of surviving corporation is:

DMC OF NORTH FLORIDA, INC., a Delaware corporation.

2. The terms and conditions of the merger are that the two corporations will be merged with DMC OF NORTH FLORIDA, INC. a Delaware Corporation, being the surviving corporation, and all assets and liabilities of the merged corporations will be those of the surviving corporation. Shareholders of the merged corporation will receive shares in the surviving corporation.

3. The manner and basis of converting the shares of each corporation is that the merged corporation will cease to exist as a result of the merger and all shares of the merged corporation will be canceled by the surviving corporation. Shareholders of the merged corporation shall receive one share in the surviving corporation for each share they owned in the merged corporation. A copy of the Plan of Merger is attached.

THIRD: The effective date of the merger shall be the 31st day of December, 2002, or such later date that these Articles of Merger are filed with the Florida Department of State and the Certificate of Merger is filed with the Delaware Secretary of State.

FOURTH: There are 1000 issued and outstanding shares of DMC OF NORTH FLORIDA, INC., a Florida corporation, and the shareholders have approved unanimously the Plan of Merger on the 16th day of December, 2002. There are 1000 issued and outstanding shares of DMC OF NORTH FLORIDA, INC., a Delaware corporation, and the shareholders have approved unanimously the Plan of Merger on the 16th day of December, 2002. Shareholder approval was obtained by the corporation as required pursuant to Section 607.1107 of the Florida Statutes and 8 DE. C. 1-252 et seq.

FIFTH: The plan of merger was adopted by the Boards of Directors of the surviving and merged corporations on the 16th day of December, 2002.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-2002

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SIXTH: An executed Plan of Merger is on file at the principal place of business of the surviving corporation DMC of North Florida, Inc., a Delaware corporation, located at 222 Delaware Avenue, 10th Floor, Wilmington, DE 19801. A copy of the Plan of Merger will be furnished by the surviving corporation, on written request and without cost, to any shareholder of each corporation that is a party to the merger.

SEVENTH The surviving corporation appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of the merged corporation and agrees to promptly pay to the dissenting shareholders of the merged corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

Signed this 16th day of December, 2002.

DMC OF NORTH FLORIDA INC.,
a Delaware corporation

By: Donald M. Cox
Donald M. Cox
Its President

DMC OF NORTH FLORIDA, INC.
a Florida corporation

By: Donald M. Cox
Donald M. Cox
Its President

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PLAN OF MERGER

The Corporations listed below hereby propose to adopt the following as the Plan of Merger pursuant to Sections 607.1101, 607.1103 and 607.1107 of the Florida Statutes and as the Agreement for Merger under 8 DE. C. Section 1-252:

1. Name of each corporation planning to merge is:

DMC OF NORTH FLORIDA, INC., a Florida corporation,
DMC OF NORTH FLORIDA, INC., a Delaware corporation.

2. Name of surviving corporation is:

DMC OF NORTH FLORIDA, INC., a Delaware corporation.

3. The terms and conditions of the merger are that the corporations will be merged with DMC OF NORTH FLORIDA, INC., a Delaware corporation, being the surviving corporation, and all assets and liabilities of the merged corporations will be those of the surviving corporation.

4. The manner and basis of converting the shares of each corporation is that the merged corporation will cease to exist as a result of the merger and all shares of the merged corporation will be canceled by the surviving corporation. The surviving corporation shall issue shares in the surviving corporation to the shareholders of the merged corporation so that a shareholder of the merged corporation will receive one share of voting common stock in the surviving corporation for each share the shareholder possessed in the merged corporation.

5. The merger will be effective on December 31, 2002, or such later date as the Articles of Merger are filed with the Florida Department of State and the Certificate of Merger is filed with the Delaware Secretary of State, Corporations Division.

6. The Board of Directors and shareholders of both corporations must approve this Plan of Merger pursuant to the provisions of Section 607.1103(5) of the Florida Statutes and 8 DE. C. Section 1-251.

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