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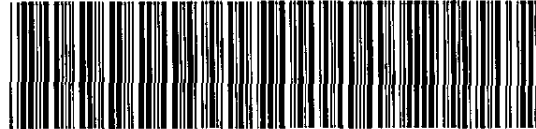
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 NOV 17 AM 8:28

Menger

VS
11/22

General Counsel Advisors, P.A.

November 15, 2005

Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please find enclosed a Plan of Merger between S. Tracy Rhodes, M.D., P.A. (the "Surviving Corp.") and Central Florida Hyperbaric 02, P.A. (the "Disappearing Corp."), the Articles of Merger and a check in the amount of \$78.75 for the filing fee and a certified copy.

If there are any questions please contact me. Thank you for your assistance with this matter.

Sincerely,



Kenneth S. Gluckman, Esq.

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: S. Tracy Rhodes, M.D., P.A.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kenn Gluckman, Esq.
(Contact Person)

General Counsel Advisors, P.A.
(Firm/Company)

1001 North Lake Destiny Road, Suite 300
(Address)

Maitland, Florida 32751
(City/State and Zip Code)

For further information concerning this matter, please call:

Kenneth S. Gluckman At (407) 772-0825
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

2005 NOV 17 AM 8:39

ARTICLES OF MERGER
OF
CENTRAL FLORIDA HYPERBARIC 02, P.A., a Florida Professional Association
INTO
S. TRACY RHODES, M.D., P.A., a Florida Professional Association

ARTICLES OF MERGER between CENTRAL FLORIDA HYPERBARIC 02, P.A., Florida professional association, Document Number P05000071379, whose principal address is 5423 Lake Howell Road, Winter Park, Florida 32792, and S. TRACY RHODES, M.D., P.A., a Florida professional association, Document Number P03000078261, whose principal address is 5526 Lake Howell Road, Winter Park, Florida 32792.

Pursuant to § 607.1105, Florida Statutes, CENTRAL FLORIDA HYPERBARIC 02, P.A. and S. TRACY RHODES, M.D., P.A. adopt and execute the following Articles of Merger and submit these Articles to the Florida Department of State in accordance with § 607.1109, Florida Statutes.

1. The Agreement and Plan of Merger dated October 14, 2005 ("Plan of Merger"), between CENTRAL FLORIDA HYPERBARIC 02, P.A. and S. TRACY RHODES, M.D., P.A. meets the requirements of § 607.1108, Florida Statutes, and was approved and adopted by the shareholders of said entities.

2. Under the Plan of Merger, all issued and outstanding shares of CENTRAL FLORIDA HYPERBARIC 02, P.A.'s stock will be acquired by means of a merger of CENTRAL FLORIDA HYPERBARIC 02, P.A. into S. TRACY RHODES, M.D., P.A. the surviving company ("Merger"), whose principal office and jurisdiction is set forth above.


3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. The Merger is permitted under the laws of the State of Florida and the Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

5. Under § 607.1105(1)(b), Florida Statutes, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on this 14th day of October, 2005.

CENTRAL FLORIDA HYPERBARIC 02, P.A.,
a Florida professional association

By: 

Dr. Tracy Rhodes, President
President

S. TRACY RHODES, M.D., P.A.,
a Florida professional association

By: 

Dr. Tracy Rhodes,
President

PLAN OF MERGER

This Plan of Merger (the "Plan") between, S. Tracy Rhodes, M.D., P.A. (the "Surviving Corp.") and Central Florida Hyperbaric 02, P.A. (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 607.1101, *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date (defined below) of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for an equal number of shares of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

5. Supplemental Action. If, at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth

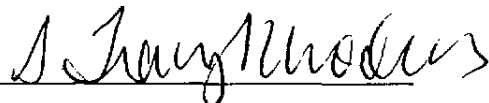
in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with § 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

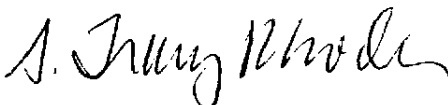
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

S. TRACY RHODES, M.D., P.A.
P.A.

CENTRAL FLORIDA HYPERBARIC O2,

By: 

Dr. Tracy Rhodes, President

By: 

Dr. Tracy Rhodes, President