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CloverLeaf Capital

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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
PAINCARE ACQUISITION COMPANY XIII, INC.

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Art & merger

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2004

PAINCARE ACQUISITION COMPANY XIII, INC.
37 NORTH ORANGE AVENUE SUITE 500
ORLANDO, FL 32801

SUBJECT: PAINCARE ACQUISITION COMPANY XIII, INC.
REF: P04000079690

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 SHOWN ON THE FIRST PAGE OF THE PLAN OF MERGER ON THE 10TH LINE OF #5.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H04000121002
Letter Number: 604A00039153

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ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "Texas Act") and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") (the Texas Act and the Florida Act shall hereinafter be collectively called the Acts), RICK TAYLOR CONVERSION, INC., a Texas corporation, ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XIII, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved in compliance with the laws of the state under which it is organized and adopted by all of the shareholders and all of the directors of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation (the "Merger").

3. Pursuant to the Florida Act, the Merger shall be effective as of day and time of the filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 1st day of June, 2004.

RICK TAYLOR CONVERSION, INC., a Texas corporation

By: 

Rick Taylor, D.O., President

PAINCARE ACQUISITION COMPANY XIII, INC., a Florida corporation

By: 

Name: Mark Szarka

Title: CEO

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TALLAHASSEE, FLORIDA

Fax Audit No: H040001210023
Cloverleaf Capital
12200 W. Colonial Dr. Ste 303
Winter Garden FL 34787
(407) 905-9699 ph
(407) 905-9695 fax

Fax Audit No.: H040001210023

EXHIBIT "A"

PLAN OF MERGER

In accordance with the provisions of Article 5.04 of the Texas Business Corporation Act (the "Texas Act") and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") (the Texas Act and the Florida Act shall hereinafter be collectively called the Acts), PAINCARE ACQUISITION COMPANY XIII, INC., a Florida corporation ("Surviving Corporation") and RICK TAYLOR CONVERSION, INC., a Texas corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. **Merger.** In accordance with the provisions of the Acts, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Florida Act.

2. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. **Bylaws.** The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. **Distribution to Shareholder of the Constituent Corporations.** Upon the Effective Time, each of the issued and outstanding shares of Disappearing Corporation will be converted into and exchanged for the Merger Consideration as provided for and determined in that certain **MERGER AGREEMENT AND PLAN OF REORGANIZATION** (the "**Agreement**") by and among PAINCARE HOLDINGS, INC., a Florida corporation ("PainCare"), PAINCARE ACQUISITION COMPANY XIII, INC., a Florida corporation ("Subsidiary"), in which PainCare and the Subsidiary are sometimes referred to herein as the "Acquiring Companies", and RICK TAYLOR, D.O., P.A., a Texas professional association (the "Company"), and RICK TAYLOR, D.O., an individual ("Shareholder"), dated as of June 7, 2004. Each certificate representing issued and outstanding shares of the Disappearing Corporation shall be surrendered to the Surviving Corporation and exchanged for such interest in the Merger Consideration. Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

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6. Effect of Merger. As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Acts.

7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation 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 Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 7th day of June, 2004, as evidence that they agree, accept and adopt this Plan of Merger.

RICK TAYLOR CONVERSION, INC., a Texas corporation

By: 

Rick Taylor, D.O., President

PAINCARE ACQUISITION COMPANY XIII, INC., a Florida corporation

By: 

Name: MARK SZEPKA

Title: CFO

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