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P.1

Division of Corporations

Page 1 of 1

P04000097063

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FROM:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC
Account Number : 119990000230
Phone : (407) 905-9699
Fax Number : (407) 905-9695

MERGER OR SHARE EXCHANGE

PAINCARE ACQUISITION COMPANY XIV, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

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P.02

Jul 16 04 09:44a

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P.2

Fax Audit No.: H040001474113

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), BEN ZOLPER, M.D., L.L.C. a Maine limited liability company. ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XIV, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger: P04-97063

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 members of the Disappearing Corporation, and the shareholder and all of the directors of the 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 Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

4. As of the Effective Time, the name of the Surviving Corporation shall be changed to Medical Rehabilitation Specialists II, Inc.

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

BEN ZOLPER, M.D., L.L.C. Maine limited liability company

By: 

Ben Zolper, President

PAINCARE ACQUISITION COMPANY XIV, INC., a Florida corporation

By: 

Randy Lubinsky, President

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Cloverleaf Capital
12200 W. Palmetto Ave. Ste. 303
Winter Garden, FL 34787
(407) 905-9695
(407) 905-9695 fax
MLA 207715-1.061049.0010

Fax Audit No. : 11040001474113

EXHIBIT "A"

PLAN OF MERGER

In accordance with Section 607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act"), PAINCARE ACQUISITION COMPANY XIV, INC., a Florida corporation ("Surviving Corporation") and BEN ZOLPER, M.D., L.L.C. a Maine limited liability company ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Act, 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 Act.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes saving the change of its name to Ben Zolper Pain Management Center, Inc. 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 Owners of the Constituent Corporations. Upon the Effective Time, all of the membership interests of the Disappearing Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation. 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.

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 Act.

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

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Jul-16-04 07:32A

P.04

Jul 16, 04 09:45a

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p. 4

Fax Audit No.: H040001474113

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 effective as of the 1st day of July, 2004, as evidence that they agree, accept and adopt this Plan of Merger.

BEN ZOLPER, M.D., L.L.C. a Maine limited liability company

By: _____

Ben Zolper
Ben Zolper, President

PAINCARE ACQUISITION COMPANY XIV, INC., a Florida corporation

By: _____

Name: _____

Title: _____

Baruch Lubinsky
CEO

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