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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GLAZIER & GLAZIER, P.A.
Account Number : I20050000141
Phone : (904) 997-1033
Fax Number : (904) 997-1733

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: dhill@homeinsteadfl.com

MERGER OR SHARE EXCHANGE

Jax Home Health, Inc.

Certificate of Status	2
Certified Copy	2
Page Count	08
Estimated Charge	\$105.00

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FLORIDA

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**ARTICLES OF MERGER
of
Hill's Home Care Inc.
into
Jax Home Health, Inc.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statute Section 607.1105.

First: The name and jurisdiction of the **Surviving** corporation is:

Name:	Jurisdiction:	Florida Document Number:
<u>Jax Home Health, Inc.</u>	<u>Florida</u>	<u>P05000012950</u>

Second: The names and jurisdictions of each **Merging** corporation are:

Name:	Jurisdiction:	Florida Document Number:
<u>Jax Home Health, Inc.</u>	<u>Florida</u>	<u>P05000012950</u>

<u>Hill's Home Care, Inc.</u>	<u>Florida</u>	<u>P97000077577</u>
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Third: The Plan of Merger is attached hereto as Exhibit "A".

Fourth: The merger shall become effective on April 1, 2015.

Fifth: Adoption of Merger by **Surviving** corporation -

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of Jax Home Health, Inc., the **Surviving** corporation, at a special meeting of the board of directors of Jax Home Health, Inc. held on March 17, 2015.

Sixth: Adoption of Merger by **Merging** corporation -

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of Hill's Home Care, Inc., the non-surviving corporation, at a special meeting of the board of directors of Hill's Home Care, Inc. held on March 17, 2015, and was adopted by all of the shareholders of Hill's Home Care, Inc. by written consent on March 17, 2015.

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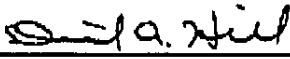
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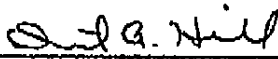
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Jax Home Health, Inc.


By: David A. Hill
Its: Chief Executive Officer
Date: 3/17/15

Hill's Home Care, Inc.


By: David A. Hill
Its: Chief Executive Officer
Date: 3/17/15

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Exhibit "A"
Plan of Merger

See attached.

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into this 17th day of March, 2015, by and between JAX HOME HEALTH, INC., a Florida corporation (hereinafter referred to as "Surviving Corporation") and HILL'S HOME CARE, INC., a Florida corporation (hereinafter referred to as the "Merged Corporation"). In this Plan of Merger, Surviving Corporation and Merged Corporation are sometimes individually referred to as the "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best business interest of each of the Corporations that the Merged Corporation be merged with and into Surviving Corporation and that the Surviving Corporation merge the Merged Corporation with and into itself, and that pursuant to the merger, all authorized, issued and outstanding shares of Merged Corporation be cancelled and shall cease to exist in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Corporations have adopted and approved this Plan of Merger in accordance with the applicable laws of the State of Florida; and

WHEREAS, all of the stockholders of the Surviving Corporation approved this Plan of Merger by written consent; and

WHEREAS, all of the stockholders of the Merged Corporation have approved this Plan of Merger by written consent.

NOW, THEREFORE, the Corporations, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merged Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Merged Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan of Merger:

ARTICLE I – CORPORATIONS

A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on January 25, 2005. Surviving

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Corporation currently has an authorized capitalization of one hundred (100) shares of no par value stock. As of the date of this Plan of Merger, one hundred (100) shares of stock were issued and outstanding. The capitalization of the Surviving Corporation is being amended pursuant to this Plan of Merger as hereinafter set forth in Article V.

B. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on September 5, 1997. Merged Corporation has an authorized capitalization of ten thousand (10,000) shares of common capital stock, having a par value of One Dollar (\$1.00) per share. As of the date of this Plan of Merger, one thousand (1,000) shares of common stock were issued and outstanding.

ARTICLE II – MERGER

Merged Corporation shall be, and it hereby is, merged with and into Surviving Corporation, and Surviving Corporation shall, and it hereby does, merge Merged Corporation with and into itself. Surviving Corporation shall be the Surviving Corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at Surviving Corporation's principal place of business, which as of the date hereof is 9191 R. G. Skinner Parkway, Suite 803, Jacksonville, Florida 32256.

ARTICLE III – EFFECTIVE DATE

Provided that Articles of Merger are filed with the State of Florida prior to such date, the merger shall be effective as of April 1, 2015 (the "Effective Date").

ARTICLE IV - CONVERSION OF OUTSTANDING CAPITAL STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Corporations in the merger shall be as follows:

A. Upon the Effective Date of the merger, each issued and outstanding share of the common capital stock of the Surviving Corporation shall remain outstanding and shall be unchanged at and after the merger.

B. Upon the Effective Date of the merger, each share of common capital stock of the Merged Corporation that is issued and outstanding immediately prior to the Effective Date shall be exchanged for one (1) share of the Surviving Corporation and all authorized, but unissued shares of common capital stock of the Merged Corporation shall be cancelled and cease to exist, and no stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.

C. All of the stockholders of the Merged Corporation have consented to this Plan of Merger, and there are no dissenting stockholders to the Plan of Merger who

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would be entitled to dissenter's rights or appraisal rights pursuant to Section 607.1302 of the Florida Statutes.

ARTICLE V – AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation are hereby amended by deleting Article IV of said Articles of Incorporation and by inserting in lieu thereof the following:

"ARTICLE IV – CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of common stock at a par value of \$1.00 per share."

ARTICLE VI – OTHER TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Until altered, amended or repealed, the Bylaws of Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation.

B. The officers and directors of Surviving Corporation on the Effective Date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been duly elected and qualify, unless they earlier die, resign or are removed, as the case may be.

C. If at any time Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Plan of Merger.

ARTICLE VII – AMENDMENT OF PLAN OF MERGER

At any time before the Effective Date of the merger, this Plan of Merger may be amended by a writing signed by all of the parties hereto; provided, however, that such amendment must be approved in accordance with Article VIII below.

ARTICLE VIII – ABANDONMENT OF PLAN OF MERGER

After the merger contemplated by this Plan of Merger is authorized, and at any time before Articles of Merger are filed by the Florida Department of State, this Plan of

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Merger may be abandoned (subject to any contractual rights) by the majority vote of the Board of Directors of a Corporation hereto in favor of abandoning the Plan of Merger.

ARTICLE IX – APPROVALS

A. This Plan of Merger has been approved and adopted by the Boards of Directors of each of the parties hereto in accordance with the Bylaws of the parties hereto and the laws of the State of Florida.

B. This Plan of Merger has been approved and adopted by the unanimous written consent of the stockholders of the Merged Corporation, in accordance with Section 607.1103 of the Florida Statutes.

C. This Plan of Merger has been approved and adopted by the unanimous written consent of the stockholders of the Surviving Corporation, in accordance with Section 607.1103 of the Florida Statutes.

ARTICLE X - MISCELLANEOUS

A. The merger contemplated by this Plan of Merger is permitted by laws of the State of Florida in which the parties to this Plan of Merger are organized.

B. The appropriate officers of the Corporations shall cause this Plan of Merger to be filed by the Florida Department of State by filing Articles of Merger with the Florida Department of State and paying all fees and taxes required by the laws of the State of Florida.

C. The Corporations hereto agree to execute such documents and instruments and to take such further action as may be necessary or desirable to consummate the merger as contemplated herein.

D. This Plan of Merger shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

E. This Plan of Merger may be executed in separate counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts when taken together shall constitute one and the same instrument.

F. This Plan of Merger shall in all respects be construed under and in accordance with the laws of the State of Florida applicable to contracts to be fully performed in the State of Florida, without giving effect to applicable choice of law principles.

G. The section and other headings contained in this Plan of Merger are for reference purposes only and shall not affect the meaning or interpretation of this Plan of Merger.

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H. At any time prior to the Effective Date, the parties hereto may, by written agreement, extend time for performance of any of their obligations or other acts hereunder.

IN WITNESS WHEREOF, the Corporations have caused this Plan of Merger to be executed and acknowledged on the day and year as set forth above and have affixed their respective seals hereto.

JAX HOME HEALTH, INC.

HILL'S HOME CARE, INC.


By: David A. Hill
Its: Chief Executive Officer


By: David A. Hill
Its: Chief Executive Officer

"Surviving Corporation"

"Merged Corporation"

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