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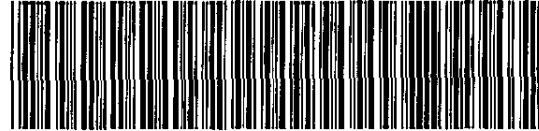
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05 DEC -5 AM 11:00
TALLAHASSEE, FLORIDA

Menger CC
12/9/05

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: P T America, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Diane Simmons
(Contact Person)

P T America, Inc.
(Firm/Company)

10750 Endeavor Way
(Address)

Largo, FL 33777-1622
(City/State and Zip Code)

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For further information concerning this matter, please call:

Diane Simmons At (727) 549-8600
(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

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on November 30, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 30, 2005 .

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

P T America, Inc.

Frank W. Pugni

Frank W. Pugni, President

Corrective Therapy, Inc.

Frank W. Pugni

Frank W. Pugni, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

P T America, Inc.

Florida

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Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Corrective Therapy, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

P T America, Inc. will assume and continue the business of Corrective Therapy, Inc., including all debts and accounts receivable. All stock in Corrective Therapy, Inc. will be converted to P T America, Inc. shares. Since both corporations are wholly owned by Frank Pugni, and there are no other shareholders to consider, Mr. Pugni will retain total ownership of P T America, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
None.