

PD6000126404

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

EFFECTIVE DATE
12/31/06

MERGER OR SHARE EXCHANGE

GHS Florida Group, Inc.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 11, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GHS FLORIDA GROUP, INC.
552 NORTH ISLAND DRIVE
GOLDEN BEACH, FL 33160

SUBJECT: GHS FLORIDA GROUP, INC.
REF: PD6000126404

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger referred to in #9 of the articles of merger is not attached.

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) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: HD6000292292
Letter Number: 706A00070529

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06 DEC 11 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER
OF
NEVADA CORPORATION
INTO
FLORIDA CORPORATION

1. The undersigned corporations, GHS FLORIDA GROUP, INC., being validly and legally formed under the laws of the State of Florida, and GHS GROUP, INC., being validly and legally formed under the laws of the State of Nevada, have adopted a Plan of Merger.

EFFECTIVE DATE
12/31/06

2. The name of the surviving corporation is GHS FLORIDA GROUP, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 552 North Island Drive Golden Beach, Florida 33160.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of December 31, 2006.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of GHS FLORIDA GROUP, INC., a Florida corporation on the 8th day of December, 2006.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of GHS GROUP, INC., a Nevada corporation on the 8th day of December, 2006.


8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
GHS GROUP, INC., a Florida corporation	100	100	0
GHS GROUP, INC., a Nevada corporation	100	100	0

9. The Plan of Merger calls for cancellation of the issued shares of GHS GROUP, INC., a Nevada corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of GHS FLORIDA GROUP, INC., a Florida corporation, shall not be affected by this merger.

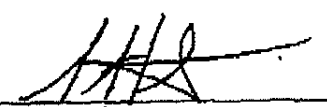
GHS GROUP, INC., a Nevada corporation

By: 
GLENN SINGER, President

Attest: 
Glenn Singer,
Secretary

GHS FLORIDA GROUP, Inc., a Florida corporation

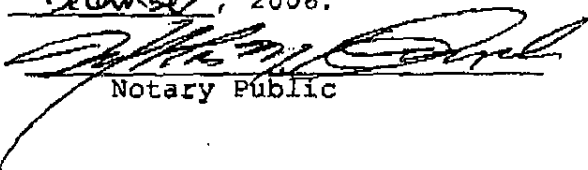
By: 
GLENN SINGER, President

Attest: 
Glenn Singer,
Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Glenn Singer, who acknowledged to and before me that he is President of GHS GROUP, INC., a Nevada corporation and GHS FLORIDA GROUP, INC., a Florida corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of December, 2006.


Notary Public

My Commission Expires:

W:\Singer\Florida Partnership\General Partner\Articles.wpd

PLAN OF MERGER

THIS AGREEMENT, made and entered into this 8th day of December, 2006 by and between GHS FLORIDA GROUP, INC., a Florida corporation and GHS GROUP, INC., a Nevada corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that GHS Group, Inc., a Nevada corporation hereinafter also referred to as the "Disappearing Corporation," be merged into GHS FLORIDA Group, Inc., a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of Nevada, having been incorporated on the 23rd day of December, 1998, has an authorized capital stock consisting of One Hundred (100) shares of \$1.00 par value Class A Voting Shares of which there are now issued and outstanding One Hundred (100) shares of said stock and Nine Hundred (900) shares of \$1.00 par value Class B Nonvoting Shares, of which there are now issued and outstanding Nine Hundred (900) shares of said stock; and

C. GHS FLORIDA GROUP, Inc., a Florida corporation duly organized and existing under the laws of the State of Florida, having been incorporated on the 2nd day of October, 2006 has an authorized capital stock consisting of One Hundred (100) shares of \$1.00 par value Class A Voting Shares of which there are now issued and outstanding One Hundred (100) shares of said stock and Nine Hundred (900) shares of \$1.00 par value Class B Nonvoting Shares, of which there are now issued and outstanding Nine Hundred (900) shares of said stock;

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. Recitals.

The above recitals are true and correct and incorporated herein.

2. Agreement of Merger.

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Certificate of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to any dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation, shall remain at 552 North Island Drive Golden Beach, Florida 33160.

4. Capitalization of Surviving Corporation.

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, One Hundred (100) shares of \$1.00 par value Class A Voting Shares of which there are now issued and outstanding One Hundred (100) shares of said stock and Nine Hundred (900) shares of \$1.00 par value Class B Nonvoting Shares, of which there are now issued and outstanding Nine Hundred (900) shares of said stock.

5. Officers and Directors of Surviving Corporation.

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2950, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels, Esq.

7. Conveyance of Assets; Assumption of Liabilities.

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all

actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of \$1.00 par value common stock of GHS Group, Inc., a Nevada corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns One Hundred (100) Class A shares of \$1.00 par value common stock and Nine Hundred (900) Class B shares of \$1.00 per value common stock. Such

shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. Abandonment of Merger.

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

11. Effective Date of Merger.

A. This Merger shall become effective as of

December 31, 2006.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

GHS GROUP, INC.,
a Nevada corporation

By: 
Glenn Singer, President

Attest: 
Glenn Singer, Secretary

GHS FLORIDA GROUP, INC.,
a Florida corporation

By: 
Glenn Singer, President

Attest: 
Glenn Singer, Secretary

CERTIFICATE

The undersigned, as Secretary and President, respectively, of GHS Group, Inc., a Nevada corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 8th day of December, 2006 pursuant to the laws of the State of Nevada, and (b) pursuant to Written Consent of the all of the shareholders of the Corporation.

WITNESS our hands and seals this 8th day of December, 2006.

GHS Group, Inc., a Nevada corporation

By: 

Glenn Singer, President

Attest: 

Glenn Singer, Secretary

CERTIFICATE

The undersigned, as Secretary and President, respectively, of GHS Florida Group, Inc., a Florida corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 8th day of December, 2006 pursuant to the laws of the State of Florida, and (b) pursuant to Written Consent of the all of the shareholders of the Corporation.

December, 2006. **WITNESS** our hands and seals this 8th day of

GHS Florida Group, Inc., a
Florida corporation

By: [Signature]
Glenn Singer, President

Attest: [Signature]
Glenn Singer, Secretary

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