

DEC-30-09

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE**Osteopathic Heritage Corporation**

Certificate of Status	0
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EXAMINER

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**ARTICLES OF MERGER
OF
OSTEOPATHIC HERITAGE GROUP, LLC
WITH AND INTO
OSTEOPATHIC HERITAGE CORPORATION**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act") pursuant to Section §607.1109 and §608.4382 of the Florida Statutes.

FIRST: The name and jurisdiction of surviving entity ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Osteopathic Heritage Corporation	Florida	P08000048133

SECOND: The name and jurisdiction of merged entity ("Merged Company") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Osteopathic Heritage Group, LLC	Florida	L04000074838

THIRD: The Plan of Merger, attached as Exhibit "A", meets the requirements of §607.1108 and §608.438, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Florida limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The Plan of Merger was unanimously approved by written consent of the sole Manager and sole Member of the Merged Company on December 30, 2009.

FIFTH: The Plan of Merger was unanimously adopted by written consent of the sole Director and the sole shareholder of the Surviving Company in accordance with §607.1105(1)(d) of the Corporation Act effective on December 30, 2009.

SIXTH: The merger shall become effective on January 1, 2010 ("Effective Date").

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger
this 30th day of December, 2009

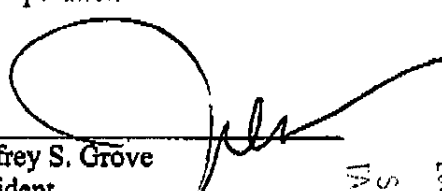
MERGED COMPANY:

**OSTEOPATHIC HERITAGE
GROUP, LLC**, a Florida limited
liability company

By: 
Name: Jeffrey S. Grove
Title: Member

SURVIVING CORPORATION:

OSTEOPATHIC HERITAGE CORPORATION
a Florida corporation

By: 
Name: Jeffrey S. Grove
Title: President

2009 DEC 30 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

See attached.

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AGREEMENT AND PLAN OF MERGER

By and Between

OSTEOPATHIC HERITAGE GROUP, LLC, a Florida limited liability company

with and into

OSTEOPATHIC HERITAGE CORPORATION, a Florida corporation

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TALLAHASSEE, FLORIDA

Effective as of December 30, 2009

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AGREEMENT AND PLAN OF MERGER

The following plan of merger was adopted and approved by each party to the merger in accordance with §607.1108 and §608.438 Florida and other applicable law.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Osteopathic Heritage Corporation (hereinafter referred to as the "Surviving Corporation") 17222 Hospital Blvd. Suite 222 Brooksville, FL 34601 Florida Document/Registration Number: P08000048133	Florida	Corporation
FEI Number: 55-012331		

Osteopathic Heritage Group, LLC (hereinafter referred to as the "Merged Company") 120 Medical Blvd. Suite 103 Spring Hill, FL 34609 Florida Document/Registration Number: L04000074838	Florida	Limited Liability Co.
FEI Number: 59-3787086		

SECOND: The exact name and jurisdiction of the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Osteopathic Heritage Corporation 17222 Hospital Blvd. Suite 222 Brooksville, FL 34601	Florida	Corporation

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

Persons who are directors of the Surviving Corporation on the Effective Date shall be and remain and continue to be directors of the Surviving Corporation; such directors shall hold office until their respective successors are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

The separate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of Osteopathic Heritage Group, LLC shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

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FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date of the merger, all of the membership interests in Osteopathic Heritage Group, LLC issued and outstanding immediately prior to the effective date shall be cancelled automatically and shall be not be converted into any shares of the Surviving Corporation. The sole member of the Merging Company shall receive One Dollar (\$1.00) from the Surviving Corporation as payment for said membership interests.

Each share of common stock issued and outstanding of Osteopathic Heritage Corporation shall remain unaffected by the merger.

FIFTH: The organizational documents of the Surviving Corporation shall be its organizational documents.

SIXTH: The merger shall become effective on January 1, 2010.

MERGED COMPANY:

Osteopathic Heritage Group, LLC,
a Florida limited liability company

By: _____
Name: Jeffrey S. Grove
Title: Member

SURVIVING CORPORATION

Osteopathic Heritage Corporation
a Florida corporation

By: _____
Name: Jeffrey S. Grove
Title: President

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