

P09000037938

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
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FILED
09 DEC 31 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
SOUTHEAST HOMECARE ACQUISITION CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	16
Estimated Charge	\$78.75

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**ARTICLES OF MERGER OF
SOUTHEAST HOMECARE CORPORATION
AND SOUTHEAST HOMECARE ACQUISITION CORPORATION**

Pursuant to the provisions of Section 607.1105, Florida Statutes, the following Articles of Merger are adopted:

1. Southeast Homecare Corporation, a Florida corporation ("SHC"), shall be merged with and into Southeast Homecare Acquisition Corporation, a Florida corporation ("SHAC"), which shall be the surviving corporation (the "Merger").

2. The Plan of Merger and Agreement of Merger dated December 30, 2009, pursuant to which SHC shall be merged with and into SHAC, was adopted by the shareholders and directors of SHC by unanimous written consent adopted on December 30, 2009, and by the sole Shareholder and the directors of SHAC by unanimous written consent adopted December 30, 2009. The Plan of Merger is attached as Exhibit "A" hereto and incorporated herein by reference as if fully set forth.

3. Under the Plan of Merger, all issued and outstanding shares of capital stock of SHC will be converted into shares of capital stock of All-Med Services of Florida, Inc., a Florida corporation, which is the parent corporation of SHAC.

4. The Merger shall become effective as of December 31, 2009.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of SHC and SHAC on December 30, 2009.

Southeast Homecare Acquisition Corporation,
a Florida corporation

By: 

Southeast Homecare Corporation,
a Florida corporation

By: 

FILED
09 DEC 31 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC. 31. 2009 9:13AM CSC

NO. 191 P. 3

Exhibit A to Articles of Merger

FILED
09 DEC 31 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

PLAN MERGER between Southeast Homecare Corporation, a Florida corporation (hereinafter called "SHC") and Southeast Homecare Acquisition Corporation, a Florida corporation (hereinafter called "SHAC" or the "Surviving Corporation"), pursuant to which SHC will merge into SHAC.

WITNESSETH:

WHEREAS, SHC is a Florida corporation, organized and existing under and by virtue of the law of the State of Florida, and carries on and conducts its business principally in the City of Miami, County of Miami-Dade, State of Florida;

WHEREAS, the authorized capital stock of SHC is 10,000 \$0.00 par value shares, of which 6,300 are issued and outstanding;

WHEREAS, SHAC is a Florida corporation organized and existing under and by virtue of the laws of the State of Florida and carries on and conducts its business principally in the City of Miami, County of Miami-Dade, State of Florida;

WHEREAS, the authorized capital stock of SHAC is 10,000, \$0.01 par value shares, of which 10,000 shares are issued and outstanding;

WHEREAS, SHC, SHAC, All-Med Services of Florida, Inc. ("All-Med"), the parent corporation of SHAC, Jorge Pereda and Karen Joblove, the shareholders of SHC, have entered into a Merger Agreement dated December 30, 2009 ("Merger Agreement").

WHEREAS, the business of SHC and the proposed business of SHAC are very similar and would complement each other, and the Board of Directors of SHC and the Board of Directors of SHAC, as well as the shareholders of SHC and SHAC, have by unanimous consent approved this Plan and the Merger Agreement and each deem it advisable and to the advantage and for the benefit of both SHC and SHAC, for SHC to merge with and into SHAC, the Surviving Corporation, in accordance with the terms and conditions set forth in this Plan and in the Merger Agreement.

NOW, THEREFORE, in consideration of the premises, it is the plan that upon compliance with applicable Florida law, SHC shall be merged with and into SHAC, the Surviving corporation, effective December 31, 2009 (the "Effective Date"), or as soon thereafter as may be practicable, pursuant to and in accordance with said laws of the State of Florida, which laws permit the merger herein contemplated, and that the terms and conditions of this merger, as well as the manner of converting the shares of SHC into shares of SHAC, the Surviving Corporation, and such other details and provisions as are deemed necessary, are as follows:

ARTICLE I

As of the Effective Date, SHC shall be merged with and into SHAC, and SHC and SHAC shall be a single corporation, which shall be SHAC, the Surviving Corporation, and the separate existence of SHC shall cease. The Surviving Corporation shall have all the rights, privileges, immunities and franchises, public or private of SHC, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action. All interests of or belonging to or due to SHC and the Surviving Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, vested in SHC or the Surviving Corporation shall not revert or be in any way impaired because of the merger. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of SHC. A claim existing or action or proceeding pending by or against SHC may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. The rights of creditors and any lien upon the property of SHC shall not be impaired by the merger.

ARTICLE II

At the Effective Date, the Articles of Incorporation of the Surviving Corporation shall, pursuant to the merger, be amended and restated in their entirety to be in the form of the Articles of Incorporation of SHC, a copy of which are appended as Exhibit A hereto.

ARTICLE III

The officers and directors of SHAC as of the Effective Date shall be the officers and directors of the Surviving Corporation. At the Effective Date, the Bylaws of SHC in effect immediately prior to the Effective Date shall become the By Laws of the Surviving Corporation.

ARTICLE IV

All books and other records of SHC and SHAC shall, to the extent deemed necessary by the Board of Directors of the Surviving Corporation, for the correct and convenient transaction of the Surviving Corporation's business, be continued and used as the books and/or records of the Surviving Corporation, but appropriate entries shall be made therein to reflect the results of this merger.

ARTICLE V

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



Upon the Effective Date of the merger, each share of common stock of SHC which is issued and outstanding immediately prior to the Effective Date shall be converted into and become the right to receive a fraction of a share of common stock, \$1.00 par value per share, of All-Med. Each holder of a certificate or certificates theretofore evidencing outstanding shares of common stock of SHC, upon surrender of the same, to the SHAC or such other agent or agents as shall be appointed by the SHAC, shall be entitled to receive in exchange therefor the shares of All-Med common stock with a value determined in accordance with the Merger Agreement.

ARTICLE VI

The Board of Directors of the Surviving Corporation shall, and it hereby is authorized, empowered and directed to do any and all acts and things and to make, execute, deliver and file any and all instruments, papers or documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and of the Merger Agreement.

ARTICLE VII

If, at any time, the Surviving Corporation shall deem or be advised that any other or further assignments, deeds, assurances, declarations, instruments, papers, documents or things are necessary, proper or convenient, to vest in it any property, rights, powers, privileges, benefits, appointments, designations, nominations and/or interests of the parties hereto or any of them, the parties hereto and each of them and their respective proper officers and directors shall make, execute and deliver any and all such assignments, deeds, assurances, declarations, instruments, papers, and/or documents and shall do any and all acts and things which may be or become necessary, proper or convenient to vest in the Surviving Corporation, all such rights, properties, powers, privileges, benefits, appointments, designations, nominations or interests, and/or otherwise, to carry out and put into effect the Plan and the Agreement of Merger.

ARTICLE VIII

This merger shall become effective upon the date on which this Plan of Merger shall have been duly filed with the Florida Department of State, or upon such other date as the Board of Directors of SHAC shall determine in accordance with applicable law.

IN WITNESS WHEREOF, this Plan of Merger has been approved by the Board of Directors and Shareholders of SHC and by the Board of Directors and Shareholders of SHAC this December 30, 2009, and executed by the authorized officer of each corporation, thereunto duly authorized.

SOUTHEAST HOMECARE CORPORATION



By: 

SOUTHEAST HOMECARE ACQUISITION
CORPORATION

By: 
President

DEC. 31. 2009 9:14AM CSC

NO. 191 P. 8

Exhibit A to Plan of Merger

2002 5:00 PM FROM: Fax Richard P. Sobolev, F.A. TO: +1 (305) 5925499 PAGE: 001 OF 002

**Electronic Articles of Incorporation
For**

**P02000036443
FILED
April 02, 2002
Sec. Of State**

SOUTHEAST HOMECARE CORPORATION

The undersigned incorporator, for the purpose of forming a Florida
profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SOUTHEAST HOMECARE CORPORATION

Article II

The principal place of business address:

**7715 NORTHWEST 48TH STREET
SUITE 370
MIAMI, FL. 33166**

The mailing address of the corporation is:

**7715 NORTHWEST 48TH STREET
SUITE 370
MIAMI, FL. 33166**

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

4/25/2002 5:00 PM FROM: Fax Richard P. Joblove, P.A. TO: +1 (305) 5925499 PAGE: 002 OF 002

PO2000036443
FILED
April 02, 2002
Sec. Of State

Article V

The name and Florida street address of the registered agent is:

RICHARD P. JOBLOVE, P.A.
7685 SOUTHWEST 104TH STREET
SUITE 210
MIAMI, FL. 33156

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: RICHARD P. JOBLOVE

Article VI

The name and address of the incorporator is:

RICHARD P. JOBLOVE, ESQ.
7685 SOUTHWEST 104TH STREET
SUITE 210
MIAMI, FLORIDA 33156

Incorporator Signature: RICHARD P. JOBLOVE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

02 NOV 13 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTHEAST HOMECARE CORPORATION

SOUTHEAST HOMECARE CORPORATION

(present name)

P02000036443

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V:

Heli Collazos, President

Richard P. Joblove, Secretary/Treasurer

Anna M. Pereda, Vice President

The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Richard P. Joblove, P.A.

12372 Southeast 82nd Avenue, First Floor

Miami, Florida 33156

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 1, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

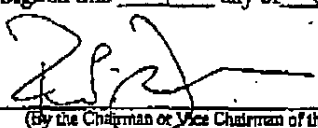
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of OCTOBER, 2002

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RICHARD P. TOBLOVE
(Typed or printed name)

INCORPORATOR
(Title)

Articles of Amendment
to
Articles of Incorporation
of

SOUTHEAST HOMECARE CORPORATION

(Name of corporation as currently filed with the Florida Dept. of State)

P02000036443

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "Incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article V: Officers

Jorge A. Pereda, President

Karen R. Joblove, Vice President

Rosemary Santamaria, Secretary/Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 MAR -6 PM 3:44

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (If not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 11/03/05

Effective date if applicable: 11/03/05

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

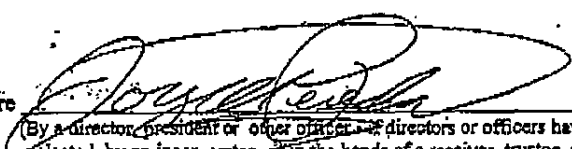
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature


(By a director, president or other officer of directors or officers have not been selected, by an incorporator or in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JORGE A. PEREDA

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

Articles of Amendment
to
Articles of Incorporation
of

FILED

06 JAN 12 AM 10:00

SOUTHEAST HOMECARE CORPORATION
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

P02000036443

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amend Article IV The number of shares the corporation is authorized to issue is:

10,000

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 01/09/2006

Effective date if applicable: 1/01/2006

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

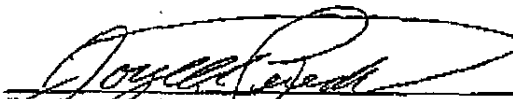
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jorge A. Pereda

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35