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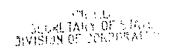
COVER LETTER

TO:	Amendment Section Division of Corporations	
SHRI	ECT:	
SODI	Name of Survivi	ng Corporation
The er	nclosed Articles of Merger and fee are sul	bmitted for filing.
	e return all correspondence concerning thi	-
Kas R.	DeCarvalho, Esq	
	Contact Person	
Pannor	nc Lopes Devereaux & West LLC	
-	Firm/Company	
317 Iro	on Horse Way, Suite 301	
	Address	
Provid	ence, R1 02908	
	City/State and Zip Code	
kd@pl	dw.com	
Е	-mail address: (to be used for future annual report	t notification)
For fu	orther information concerning this matter,	please call:
Kas R.	DeCarvalho, Esq.	At (824-5121
	Name of Contact Person	Area Code & Daytime Telephone Number
	Certified copy (optional) \$8.75 (Please send	d an additional copy of your document if a certified copy is requested)
	STREET ADDRESS:	MAILING ADDRESS:
	Amendment Section	Amendment Section
	Division of Corporations	Division of Corporations P.O. Box 6327
	Clifton Building	Tallahassee Florida 32314

Tallahassee, Florida 32301

ARTICLES OF MERGER

(Profit Corporations)



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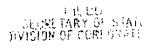
The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdi	ction of the surviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Lifebridge, Inc.	Florida	P16000036492
Second: The name and juris	sdiction of each merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Lifebridge, Inc.	Massachusetts	0000840085
Third: The Plan of Merger	is attached.	
Fourth: The merger shall be Department of State.	ecome effective on the date the Articles of	Merger are filed with the Florida
<u>OR</u> / /	(Enter a specific date. NOTE: An effective date than 90 days after merger file date.)	e cannot be prior to the date of filing or more
Note: If the date inserted in this bedocument's effective date on the I	block does not meet the applicable statutory filing r	requirements, this date will not be listed as the
	by surviving corporation - (COMPLETE Copted by the shareholders of the surviving of	
	pted by the board of directors of the survivand shareholder approval was not required	
	by merging corporation(s) (COMPLETE O pted by the shareholders of the merging co	
-	pted by the board of directors of the mergi	= -

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Lifebridge, Inc. (FL)	Paul Capues iellor.	Paul T. Capuzziello
Lifebridge, Inc. (MA)	Paul Capuezzieller, Paul Capuezzieller	Paul T. Capuzziello
 		
		200 A 100 A
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PLAN OF MERGER



(Non Subsidiaries)

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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.

<u>Name</u>	<u>Jurisdiction</u>
Lifebridge, Inc.	Florida
Second: The name and jurisdiction	on of each merging corporation:
<u>Name</u>	<u>Jurisdiction</u>
Lifebridge, Inc.	Horida Massachusetts

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:

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached: n/a

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: n/a



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Attachment to Articles of Merger

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

Upon the Effective Date of the Merger, the separate existence of the Massachusetts corporation Lifebridge, Inc. ("Lifebridge MA") shall cease and the Florida corporation, Lifebridge, Inc. ("Lifebridge FL"), as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Lifebridge MA's Boards of Directors, (iii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Lifebridge MA in the same manner as if Lifebridge FL had itself incurred them, all as more fully provided under the applicable provisions of the Massachusetts Business Corporations Law and the Florida Business Corporation Act.

Upon the effectiveness of the Merger, the Certificate of Incorporation of Lifebridge FL as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

The Bylaws of Lifebridge FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

Directors and Officers. The directors and officers of Lifebridge FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

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:

100% of the issued and outstanding shares of the MA corporation Lifebridge, Inc. will be converted into shares of the Florida corporation Lifebridge, Inc.