

P18666

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DIVISION OF CORPORATIONS
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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002723664--1
-12/28/98--01083--024
*****70.00 *****70.00

Professional Therapy International, Inc.

merging into:

Pro Therapy of America, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC-1 / UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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merge

28. 12/31/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROFESSIONAL THERAPY INTERNATIONAL, INC., a FL corp., J50428

into

PRO THERAPY OF AMERICA, INC., a Delaware corporation P18666

File date: December 28, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PRO THERAPY OF AMERICA, INC.
Ref. Number: P18666

We have received your document for PRO THERAPY OF AMERICA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

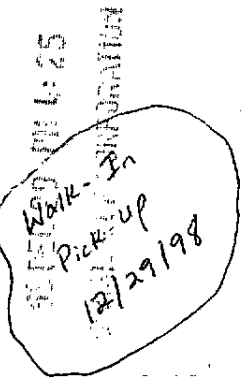
Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00060730



*Please backdate
to 12/28*

DOMESTIC CORPORATION AND FOREIGN CORPORATION

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the 1989 Business Corporation Act of the State of Florida (the "Act") hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Professional Therapy International, Inc.	Florida
Pro Therapy of America, Inc.	Delaware

SECOND: The laws of the State which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The name of the surviving corporation is Pro Therapy of America, Inc. (the "Surviving Corporation") and it is to be governed by the State of Delaware. The Surviving Corporation complies with Section 607.1105 of the Act and Professional Therapy of America, Inc. (the "Merged Corporation") complies with Section 607.1104 of the Act.

FOURTH: The Plan of Merger, set forth in Exhibit A attached hereto and incorporated herein by reference as of the date hereof, was submitted to and approved by the respective Boards of Directors of the Surviving Corporation and the Merged Corporation, in the manner prescribed by their charters, the General Corporation Law of the State of Delaware and the Act.

FIFTH: The effective date of the certificate of merger shall be the 28th day of December, 1998.

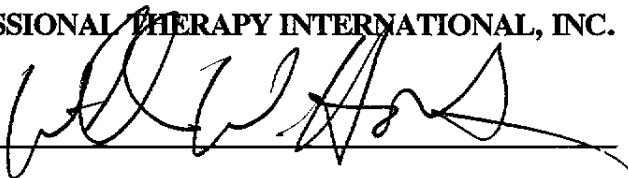
SIXTH: The Merged Corporation is wholly-owned by the Surviving Corporation. Therefore, in accordance with Section 607.1104 of the Act, approval of the Sole Shareholder or Sole Stockholder of the Merged Corporation and the Surviving Corporation is not required.

SEVENTH: The plan of merger was adopted by the Board of Directors of the Merged Corporation, on the 23rd day of December, 1998 and was adopted by the Board of Directors of the Surviving Corporation on the 23rd day of December, 1998.

Signed this 23rd day of December, 1998.

PROFESSIONAL THERAPY INTERNATIONAL, INC.

By

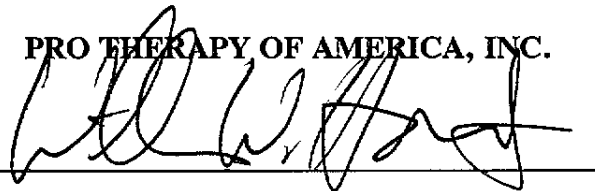


William W. Horton

Vice President

PRO THERAPY OF AMERICA, INC.

By



William W. Horton

Vice President

Exhibit A
PLAN OF MERGER

The terms and conditions of the following Plan of Merger were advised, authorized and approved by the Board of Directors of the constituent corporations, in the manner prescribed by the Articles/Certificate of Incorporation or charters of the constituent corporations, the General Corporation Law of the State of Delaware and the 1989 Business Corporation Act of Florida:

1. Pro Therapy of America, Inc., a Delaware corporation (the "Parent") shall merge into itself its wholly-owned subsidiary Professional Therapy International, Inc., a Florida corporation, (the "Subsidiary"), and assume all of said Subsidiary's liabilities and obligations, with the Parent being the surviving corporation.

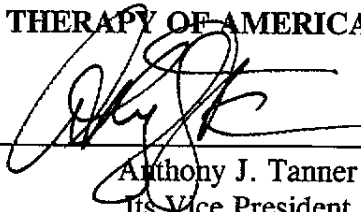
2. Upon the effectiveness of such merger, (a) the separate corporate existence of the Subsidiary shall cease, (b) all outstanding shares of capital stock of the Subsidiary shall be canceled and no shares of capital stock of the Parent shall be issued as a result of the merger, (c) all corporate acts, liabilities and obligations of the Subsidiary shall become the acts, liabilities and obligations of the Parent, and (d) the merger shall have all effects specified in applicable provisions of the General Corporation Law of the State of Delaware and the 1989 Business Corporation Act of the State of Florida.

3. No amendments to the Certificate of Incorporation of the Parent shall occur as a result of such merger.

4. The Chairman of the Board, President and Chief Executive Officer of the Parent, any Executive Vice President, Senior Vice President or Group Vice President of the Parent, and the Secretary or any Assistant Secretary of the Parent, are hereby authorized and directed to make, execute and acknowledge a Certificate Ownership and Merger/Articles of Merger and to file the same in the office of the Secretary of State of the State of Delaware and such other public offices as may be necessary or advisable to effect such merger.

IN WITNESS WHEREOF, the undersigned have hereunto caused this Plan of Merger to be executed by their respective duly authorized corporate officers, who have been so authorized by resolutions of their respective Boards of Directors, as of the 23rd day of December, 1998, heretofore executed under penalty of perjury.

PRO THERAPY OF AMERICA, INC.

By  (SEAL)

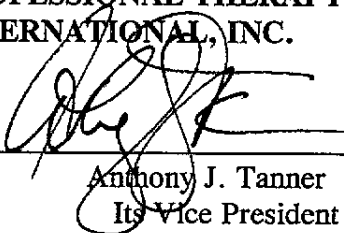
Anthony J. Tanner
Its Vice President

ATTEST:



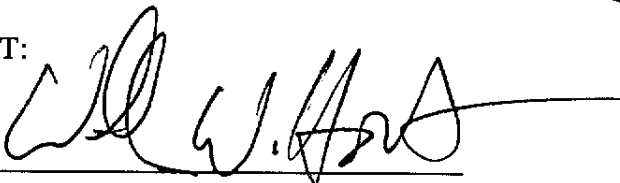
William W. Horton
Assistant Secretary

**PROFESSIONAL THERAPY
INTERNATIONAL, INC.**

By  (SEAL)

Anthony J. Tanner
Its Vice President

ATTEST:



William W. Horton
Assistant Secretary