

CORPORATION INFORMATION
SERVICES, INC.
1201 WAYS STREET
TALLAHASSEE, FL 32314
904-22-0393
004-22-0393 FAX

csc networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : = Prepaid

ORDER DATE : 5-12-97

ORDER TIME : 10:45

ORDER NO. :

CUSTOMER NO: 941-366-4660

CUSTOMER: Abel Bond Russell Collier Pitchford & Gordon

100002176871--7

-05/13/97--01078--008

****122.50 ****122.50

DOMESTIC FILING

NAME:

William E. McComb, D.C., P.A.

INTO

Sports Therapy Care Center, Inc.

XV ARTICLES OF MERGER
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XV CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel Begett

EXAMINER'S INITIALS:

FILED
97 MAY 13 PM 4:00
TALLAHASSEE, FL 32314
SECRETARY OF STATE

RECEIVED
97 MAY 13 AM 11:33

P93000036322

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILLIAM E. MCCOMB, D.C., P.A., a Florida corporation H23947

INTO

SPORTS THERAPY CARE CENTER, INC., a Florida corporation,
P93000036322

File date: May 13, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
WILLIAM E. MCCOMB, D.C., P.A.
a Florida corporation
into
SPORTS THERAPY CARE CENTER, INC.
a Florida corporation

FILED
97 MAY 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act)

The undersigned, being the President and Secretary of SPORTS THERAPY CARE CENTER, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "First Party"), and WILLIAM E. MCCOMB, D.C., P.A., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Boards of Directors of said Corporations were held on November 15, 1996, after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party with First Party being the surviving corporation.

2. The name of the surviving corporation is SPORTS THERAPY CARE CENTER, INC., and it is to be governed by the laws of the State of Florida.

3. First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 17, 1993.

4. Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 4, 1984.

5. The laws of the State of Florida permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation.

7. The Agreement and Plan of Reorganization and Merger attached hereto is a true and correct copy and was adopted and approved by the Board of Directors and by the holders of all the shares entitled to vote of First Party in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors and Shareholders of Second Party in the manner prescribed by the laws of the State of Florida.


8. First Party has 1,000 Shares of Voting Common Stock outstanding. Second Party has 1,000 shares of Voting Common Stock outstanding. All of the shares entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

9. Each shareholder of First Party whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. No other shares shall be issued. All rights and respects to the stock of Second Party shall be cancelled on the effective date of the merger, and the certificates representing said shares shall be surrendered and cancelled.

10. The effective date of the merger shall be as of the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 2nd day of December, 1996.


ATTEST:



Eleanor P. McComb
Secretary

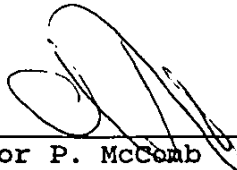
SPORTS THERAPY CARE CENTER, INC.
a Florida corporation

By:



William E. McComb
President

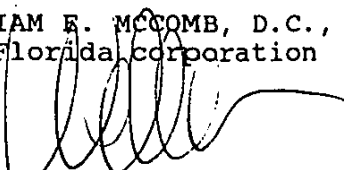
ATTEST:



Eleanor P. McComb
Assistant Secretary

WILLIAM E. MCCOMB, D.C., P.A.
a Florida corporation

By:



William E. McComb
President

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

THIS AGREEMENT made the 15th day of November, 1996, by and between SPORTS THERAPY CARE CENTER, INC., a Florida corporation, hereinafter referred to as "First Party", and WILLIAM E. MCCOMB, D.C., P.A., a Florida corporation, hereinafter referred to as "Second Party".

WITNESSETH:

WHEREAS, the First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 17, 1993; and

WHEREAS, the Second Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 4, 1984; and

WHEREAS, the First Party has authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the principal office of the First Party is located at 2808 Tamiami Trail South, Sarasota, Florida 34239, and William E. McComb is the agent in charge thereof upon whom process against the First Party may be served within the State of Florida; and

WHEREAS, the Second Party has authorized capital stock consisting of 1,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the principal office of the Second Party is located at 2808 Tamiami Trail South, Sarasota, Florida 34239 and William E. McComb is the agent in charge thereof upon whom process against the Second Party may be served within the State of Florida; and

WHEREAS, the Boards of Directors of the First Party and of the Second Party, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Second Party merge with the First Party under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida.

Now, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto, as follows:

1. PLAN OF REORGANIZATION. This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth and is intended to qualify as a reorganization within the meaning of Internal Revenue Code Section 368(a).

2. MERGER. The Second Party shall be and it hereby is merged into the First Party and the First Party shall be the surviving corporation.

3. EFFECTIVE DATE. The effective date of the merger shall be December 31, 1996.

4. SURVIVING CORPORATION. The First Party shall be the surviving corporation, and shall continue to be governed by the laws of the State of Florida. The separate existence of the Second Party shall cease upon the effective date of the Merger, and the existence of First Party shall continue unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers intact and subject to all the duties, obligations and liabilities of a Florida corporation organized under the laws of the State of Florida.

5. NAME. The name of First Party, the surviving corporation, shall not be changed, but shall continue to be SPORTS THERAPY CARE CENTER, INC. The address of the principal place of business shall be 2808 Tamiami Trail South, Sarasota, Florida 34239, and the agent upon whom process may be served at that address shall be William E. McComb.

6. OUTSTANDING STOCK. Each common share of First Party on the effective date of the Merger shall remain the same and each shareholder shall hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. No other shares shall be issued or converted. All rights and respects of the Shareholders of Second Party in the common stock of Second Party shall be cancelled forthwith on the effective date of Merger, and the certificates representing such shares shall be surrendered and cancelled.

7. CERTIFICATE OF INCORPORATION. The Articles of Incorporation of First Party shall be the Articles of Incorporation of the Surviving Corporation following the effective date of the merger, until the same shall be altered or amended. There are no changes in the Articles of Incorporation of the Surviving Corporation.

8. BYLAWS. The Bylaws of the First Party at the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until the same shall be altered or amended.

9. DIRECTORS. The directors of First Party in office on the effective date of the Merger shall continue in office and shall constitute the directors of First Party until such time as their respective successors shall be elected and qualified.

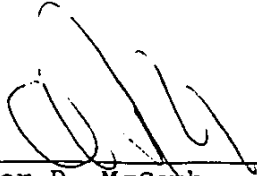
10. OFFICERS. The officers of First Party in office on the effective date of the Merger shall continue in office and shall constitute the officers of First Party until such time as their respective successors shall be elected and qualified.

11. SERVICE OF PROCESS. William E. McComb, at the address of 2808 Tamiami Trail South, Sarasota, Florida 34239 is hereby designated the agent of Second Party upon whom process against it may be served.

12. ABANDONMENT. Anything contained herein to the contrary notwithstanding, this Agreement may be abandoned by either party hereto if the merger fails to obtain the necessary approval as required by the general corporate laws of the State of Florida.

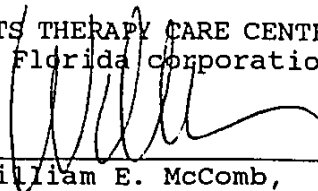
IN WITNESS WHEREOF the corporate parties hereto have caused this Agreement to be executed by the duly authorized officers the day and year first above written.

ATTEST: _____

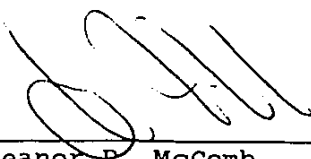

Eleanor P. McComb,
Secretary

SPORTS THERAPY CARE CENTER, INC.
a Florida corporation

By: _____

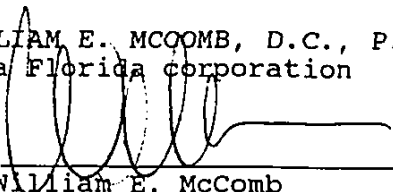

William E. McComb,
President

ATTEST: _____


Eleanor P. McComb
Secretary

WILLIAM E. MCCOMB, D.C., P.A.
a Florida corporation

By: _____


William E. McComb
President