

TRANSMITTAL LETTER

P93000069796

Department of State *Amendments*
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/02/01--01009--023
*****78.75 *****78.75

EXCELSIOR HEALTH CLINIC, INC., (SURVIVING FL CORP)

SUBJECT: & TOTAL BODY REHAB, INC.

Enclosed is an original and one (1) copy of the articles of merger and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

(2 parties) Additional Copy Required

FROM: BALLANTYNE ACCOUNTING SERVICES
Name (printed or typed)
903 N. PINE HILLS ROAD
Address
ORLANDO, FL 32808
City, State & Zip
407-298-0122
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -3 AM 9: 16

FILED

NOTE: Please provide the original and one copy of the articles.

Merger

T BROWN JAN 10 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL BODY REHAB, INC., a Florida entity, P96000001960

INTO

EXCELSIOR HEALTH CLINIC, INC., a Florida entity, P93000069796

File date: January 3, 2001

Corporate Specialist: Teresa Brown

STATE OF FLORIDA
ARTICLES OF MERGER

OF

TOTAL BODY REHAB, INC.
(a Florida Corporation)

INTO

EXCELSIOR HEALTH CLINIC, INC.
(A Florida Corporation)

FILED
01 JAN -3 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The Name of the surviving corporation, upon the effective date of merger, will be EXCELSIOR HEALTH CLINIC, INC.

ADOPTION OF AGREEMENT

The Agreement and Plan of Merger was unanimously adopted by the members of the Board of Directors and the shareholders of EXCELSIOR HEALTH CLINIC, INC., A Florida corporation, on the 1st day of October, 2000, pursuant to Sections 607.0821 and 607.0704, Florida Statutes.

The Agreement and Plan of Merger was unanimously adopted by the members of the Board of Directors and the Shareholders of TOTAL BODY REHAB, INC., a Florida corporation, on the 1st day of October, 2000, pursuant to Sections 607.0821 and 607.0704, Florida Statutes.

PLAN OF MERGER

The plan of merger is set forth in the Agreement and Plan of Merger attached hereto as Exhibit "A".

EFFECTIVE DATE

The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger.

DATED: October 1, 2000

TOTAL BODY REHAB, INC.
a Florida Corporation

By: Heidi Roude, President
Heidi Roude
As its: President

ATTEST:

By: Heidi Roude, Secretary
Heidi Roude, Secretary

EXCELSIOR HEALTH CLINIC, INC.,
a Florida Corporation

By: Nancy Horne
Nancy Horne
As its: President

ATTEST:

By: Nancy Horne
Nancy Horne, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 1st day of October 2000, by and between TOTAL BODY REHAB, INC., a Florida corporation, and EXCELSIOR HEALTH CLINIC, INC., a Florida corporation (EXCELSIOR).

WITNESSETH:

WHEREAS, the respective Boards of Directors of TOTAL BODY REHAB, INC., and EXCELSIOR HEALTH CLINIC, INC., believe that it will be in the best interests of each corporation that TOTAL BODY REHAB, INC., be merged into EXCELSIOR HEALTH CLINIC, INC., pursuant to Section 607.1101 of the Florida General Corporation Law, and each Board of Directors has unanimously approved and adopted this Agreement and the merger described herein by separate written consent on October 1, 2000; and

WHEREAS, the shareholders of TOTAL BODY REHAB, INC., have approved and adopted this Agreement and the merger described herein by written consent on October 1, 2000; and

WHEREAS, the shareholders of EXCELSIOR HEALTH CLINIC, INC., have approved and adopted this Agreement and the merger described herein by written consent on October 1, 2000.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or advisable, TOTAL BODY REHAB, INC., and EXCELSIOR HEALTH CLINIC, INC., hereby enter into the following Plan of Merger:

PLAN OF MERGER

1. TOTAL BODY REHAB, INC., shall be merged into EXCELSIOR HEALTH CLINIC, INC., and EXCELSIOR HEALTH CLINIC, INC., shall be the surviving corporation and as such shall continue to be governed by the laws of the State of Florida. The effective date of the merger shall be the date of filing of Articles of Merger with respect thereto with the Florida Department of State.
2. The directors and officers of EXCELSIOR HEALTH CLINIC, INC., shall be the same as those existing prior to the merger, and the Articles of Incorporation and Bylaws of EXCELSIOR HEALTH CLINIC, INC., shall continue in full force and effect.

EXHIBIT

A

3. As of the effective date of the merger provided for herein, each of the five Hundred (500) outstanding shares of common stock, par value \$1.00 per share, of TOTAL BODY REHAB, INC., shall become one one-thousandth (.001) of a share of common stock, par value \$1.00 per share, of EXCELSIOR HEALTH CLINIC, INC.
4. Promptly following the effective date of the merger provided for herein, all Holders of outstanding certificates for shares of TOTAL BODY REHAB, INC., common stock shall surrender such certificates to EXCELSIOR HEALTH CLINIC, INC., for cancellation, and such holders, upon such cancellation, shall receive certificates representing the number of shares of common stock of EXCELSIOR HEALTH CLINIC, INC., to which each holder is entitled hereunder.
5. The Secretary of the EXCELSIOR HEALTH CLINIC, INC., shall, promptly after the effective date of there merger provided for herein, cancel all certificates representing outstanding shares of TOTAL BODY REHAB, INC., upon receipt of such certificates.

IN WITNESS WHEREOF, the parties hereto have caused their officers to execute this Agreement and Plan of Merger as of the date first set forth above.

TOTAL BODY REHAB, INC

By: Heidi Roude, President
Heidi Roude
As its: President

Attest:

Heidi Roude, Secretary
Heidi Roude, Secretary

EXCELSIOR HEALTH CLINIC, INC.

By: Nancy Horne
Nancy Horne
As its: President

Attest:

Nancy Horne
Nancy Horne, Secretary