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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Advanced Wellcare Group Inc

RECEIVED  
99 MAR 11 PM 12:21  
DIVISION OF CORPORATION

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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☐ FICTITIOUS NAME SEARCH  
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Date: \_\_\_\_\_

*Joe 3/31*

FILED  
99 MAR 30 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 11, 1999

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: ADVANCED WELLCARE GROUP, INC.  
Ref. Number: P94000069815

RECEIVED  
99 MAR 30 PM 3:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Resubmitted*

We have received your document for ADVANCED WELLCARE GROUP, 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):

Our record show the date of incorporation for ADVANCED WELLCARE GROUP, INC., is September 22, 1994. Please correct your document accordingly.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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: 699A00011720

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

THE FITNESS CONNECTION OF VERO BEACH, INC., a Florida corporation,  
S65443

INTO

**ADVANCED WELLCARE GROUP, INC.**, a Florida corporation, P94000069815.

File date: March 30, 1999

Corporate Specialist: Teresa Brown

**PLAN AND ARTICLES OF MERGER BETWEEN  
ADVANCED WELLCARE GROUP, INC.  
AND  
THE FITNESS CONNECTION OF VERO BEACH, INC.**

**FILED**  
99 MAR 30 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS PLAN and Articles of Merger made and entered into on the 1st day of January, 1998, by and between ADVANCED WELLCARE GROUP, INC., a Florida Corporation, hereinafter AWG, and sometimes referred to as the Surviving Corporation, and THE FITNESS CONNECTION OF VERO BEACH, INC., a Florida Corporation, hereinafter FC, said corporations hereinafter referred to jointly as the Constituent Corporations.

**WITNESSETH:**

WHEREAS, AWG is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on Sept. 22, 1994 with the registered office of AWG being located at 707 17th Street, in the City of Vero Beach, County of Indian River, State of Florida, and the name of its registered agent in charge thereof being J. RUSSELL THACKER; and

WHEREAS, the total number of shares of stock which AWG has authority to issue is 100 shares, of which 100 shares are now issued and outstanding and are owned by KIM CRAWFORD; and

WHEREAS, FC is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on the 5th day of July, 1991, a Certificate of Incorporation having been issued by the Secretary of State on that date, and the

registered office of FC being located at 707 17th Street, in the City of Vero Beach, County of Indian River, State of Florida, and the name of its registered agent in charge thereof being J. RUSSELL THACKER; and

WHEREAS, the aggregate number of shares which FC has authority to issue is 200, of which 100 shares are issued and outstanding and are owned by KIM CRAWFORD; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable that FC be merged into AWG on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Statutes of the State of Florida, which permit such merger.

NOW, THEREFOR, in consideration of the promises and agreements, covenants and provisions hereinafter contained, AWG and FC, by their respective Boards of Directors, have agreed and do hereby agree, to Articles of Merger as follows:

#### **ARTICLE I**

AWG and FC shall be merged into a single corporation, in accordance with applicable provisions of the State of Florida, by FC merging into AWG, which shall be the Surviving Corporation.

#### **ARTICLE II**

Upon the merger becoming effective as provided in the applicable laws of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be ADVANCED WELLCARE GROUP, INC., as the Surviving Corporation, and the

separate existence of FC shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

2. AWG shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, both public and private, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

3. AWG shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of FC, arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and agrees that service of any

such process may be made by personally delivering to and leaving with such Secretary of State of Florida duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Florida to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 707 17th Street, Vero Beach, Florida, 32960, unless said Surviving Corporation shall hereafter designate in writing to such Secretary of State of the State of Florida a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

5. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

6. The By-Laws of AWG as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation.

7. The Board of Directors, and members thereof, and the officers, of AWG immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation.

### **ARTICLE III**

The Certificate of Incorporation of AWG shall not be amended in any respect, by reason of the Agreement of Merger, and the Certificate of Incorporation, as filed in the office of the Secretary of State of the State of Florida on the 22nd day of September, 1994,

shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the Certificate of Incorporation of the Surviving Corporation.

#### **ARTICLE IV**

The manner and basis of converting the shares of each of the Constituent Corporation into shares of the Surviving Corporation is as follows:

1. All shares of FC now owned and held by the stockholders of FC shall be canceled and no shares of stock of FC shall be issued, and the capital of AWG shall be deemed to be reduced by the amount of (\$63,070.00), the amount represented the carry over tax basis for FC assets and liabilities.

#### **ARTICLE V**

AWG, as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

#### **ARTICLE VI**

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of FC, the proper officers and directors of FC shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or



rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and agreement of Merger.

#### **ARTICLE VII**

The Plan and Articles of Merger were submitted to the shareholders of the Constituent Corporations, as provided by law, on January 1, 1998 and by affirmative vote, the Plan and Articles of Merger were approved by the shareholders of the Constituent Corporations on January 1, 1998, to take effect immediately in accordance with the requirements of the laws of the State of Florida, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Florida, as heretofore amended and supplemented.

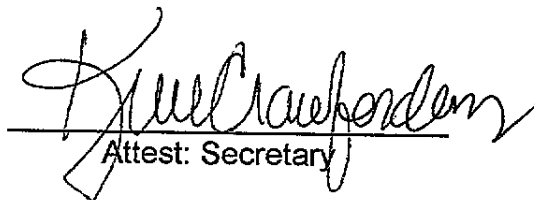
Anything herein or elsewhere to the contrary notwithstanding, this Plan and Articles of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolution of their respective boards of directors, at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, AWG and FC, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Articles of Merger to be executed by the President and Attested by the

Secretary of each party hereto, and the corporate seal affixed.

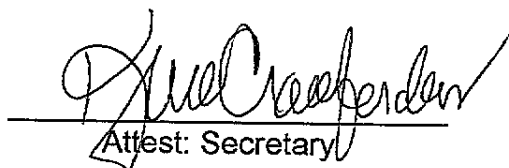
ADVANCED WELLCARE GROUP, INC.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Attest: Secretary

THE FITNESS CONNECTION OF  
VERO BEACH, INC.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Attest: Secretary