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Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PRIEST CHIROPRACTIC, INC.

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Page Count	07
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TALLAHASSEE, FLORIDA

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4/13/04
merger
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 13, 2004

PRIEST CHIROPRACTIC, INC.
1751 SARNO RD.
SUITE 1
MELBOURNE, FL 32935

SUBJECT: PRIEST CHIROPRACTIC, INC.
REF: P95000021046

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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 CORRECT THE NAME OF THE MERGING CORPORATION, CLINICAL CONFERENCES, INC., ON PAGE 1 OF THE AGREEMENT AND PLAN OF MERGER IN THE HEADING OF THE 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) 245-6906.

Darlana Connell
Document Specialist

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ARTICLES OF MERGER 04 APR 13 PM 4:22

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLINICAL CONFERENCES, INC., a Florida corporation

into

PRIEST CHIROPRACTIC, INC., a Florida corporation

The undersigned corporations, desiring to merge into a single entity in accordance with the applicable provisions of Section 607.1105, *Florida Statutes*, hereby subscribe to these Articles of Merger as follows:

ARTICLE I

NAME AND JURISDICTION OF CONSTITUENT ENTITIES

The name, address and jurisdiction of each constituent entity executing these Articles of Merger are:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Clinical Conferences, Inc. 1751 Sarno Road, Suite 1 Melbourne, Florida 32935	Florida	corporation
Priest Chiropractic, Inc. 1751 Sarno Road, Suite 1 Melbourne, Florida 32935	Florida	corporation

ARTICLE II

SURVIVING ENTITY

The surviving entity of this merger is Priest Chiropractic, Inc.

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ARTICLE III**ADOPTION OF PLAN**

A plan of merger (the "Agreement and Plan of Merger") was adopted by each of Clinical Conferences, Inc. and Priest Chiropractic, Inc. on the 8th day of April, 2004 in accordance with law.

ARTICLE IV**OWNERSHIP APPROVAL**

The approval of the shareholders of each of Clinical Conferences, Inc. and Priest Chiropractic, Inc. was required for the adoption of the Agreement and Plan of Merger and the Agreement and Plan of Merger was approved by the unanimous vote of the shareholders of each of the foregoing entities on the 8th day of April, 2004.

ARTICLE V**AGREEMENT AND PLAN OF MERGER**

The completely executed Agreement and Plan of Merger is attached to these Articles of Merger as Exhibit A.

ARTICLE VI**EFFECTIVE DATE**

These Articles of Merger shall become effective upon filing with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of
Merger this 8th day of April, 2004.

By: PRIEST CHIROPRACTIC, INC.

By: Gregory C. Priest
Gregory C. Priest, D.C., President

By: CLINICAL CONFERENCES, INC.

By: Gregory C. Priest
Gregory C. Priest, D.C., President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into this 8th day of April, 2004 by and between **PRIEST CHIROPRACTIC, INC.**, a Florida corporation, and **CLINICAL CONFERENCES, INC.**, a Florida corporation, as follows:

ARTICLE I**CONSTITUENT ENTITIES**

<u>Name</u>	<u>Address</u>	<u>Jurisdiction of Organization and Governing Law</u>
Clinical Conferences, Inc.	1751 Sarno Road, Suite 1 Melbourne, Florida 32935	Florida
Priest Chiropractic, Inc.	1751 Sarno Road, Suite 1 Melbourne, Florida 32935	Florida

ARTICLE II**SURVIVING ENTITY**

Priest Chiropractic, Inc., a Florida corporation, shall be the surviving entity of the merger.

ARTICLE III**TERMS AND CONDITIONS OF MERGER**

A. Upon the effective date of the merger ("effective date"), Priest Chiropractic, Inc. and Clinical Conferences, Inc. shall become a single entity which shall be Priest Chiropractic, Inc., and the separate existence of the non-surviving entity shall cease except to the extent provided by the laws of the State of Florida for a corporation after its merger into another entity.

B. From and after the effective date, the surviving entity shall possess (i) all of the rights, privileges, immunities and franchises, of a public as well as a private

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nature, of each of the constituent entities, (ii) all property, real, personal and mixed, belonging to each of the constituent entities, (iii) all debts due on whatever account (including subscriptions for shares) and other choses in action due or belonging to each of the constituent entities, and (iv) all other interests belonging to each of the constituent entities. All of such property, debts, choses in action and other interests shall be taken and deemed to be vested in the surviving entity without further act or deed, including the title to all real estate, or any interest therein, vested in either of the constituent entities, which title shall not revert or be in any way impaired by reason of the merger. If at any time the surviving entity shall consider or be advised that any further assignments or assurances in law are necessary to vest in the surviving entity any property, debts, choses in action or other interests of the non-surviving entity, the proper officers and directors (and, if required, stockholders) of the non-surviving entity shall make and execute all such requested assignments and assurances in law and do all things necessary or proper to vest such property, debts, choses in action or other interests in the surviving entity, and otherwise to carry out the purposes of this Agreement.

C. From and after the effective date, the surviving entity shall be responsible and liable for all of the liabilities and obligations of each of the constituent entities, and any claim existing or action or proceeding pending by or against either of the constituent entities may be prosecuted to judgment by or against such constituent entity as if the merger had not taken place, or by or against the surviving entity (which may be substituted as a party in any such action or proceeding), and neither the rights of creditors nor any liens upon the property of either of the constituent entities shall be impaired by the merger.

D. The articles of incorporation of the surviving entity as constituted immediately prior to the effective date shall continue to be the articles of incorporation of the surviving entity, except as amended as described below.

E. The bylaws of the surviving entity as constituted immediately prior to the effective date shall continue to be the bylaws of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

F. The officers and directors of the surviving entity as constituted immediately prior to the effective date shall continue to be the officers and directors of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

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ARTICLE IV

FILING REQUIREMENTS

Priest Chiropractic, Inc. shall cause articles of merger to be filed with the State of Florida which shall be executed by Clinical Conferences, Inc. and Priest Chiropractic, Inc. as required by law.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES

A. Priest Chiropractic, Inc. is authorized to issue a single class of capital stock, ten thousand (10,000) shares of common stock, par value one dollar (\$1.00) per share. Five hundred (500) shares are issued and outstanding.

B. Clinical Conferences, Inc. is authorized to issue a single class of stock, ten thousand (10,000) shares of common stock, par value one cent (\$0.01) per share. One thousand (1,000) shares are now issued and outstanding.

C. The holders of Priest Chiropractic, Inc. shall retain their existing shares and no additional shares of Priest Chiropractic, Inc. shall be issued. All of the issued and outstanding shares of Clinical Conferences, Inc. shall be retired and cancelled and all of the authorized and unissued shares of Clinical Conferences, Inc., if any, shall be cancelled. Shareholders of Clinical Conferences, Inc. shall be entitled to receive in the aggregate one hundred (100) shares of the common stock of Priest Chiropractic, Inc., par value one dollar (\$1.00) per share. Said shares of the capital stock of Priest Chiropractic, Inc. shall be distributed among the shareholders of Clinical Conferences, Inc. pro rata.

ARTICLE V

EFFECTIVE DATE

The merger shall become effective upon filing the articles of merger with the Florida Secretary of State.

[Signature Page Follows]

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GRAY HARRIS

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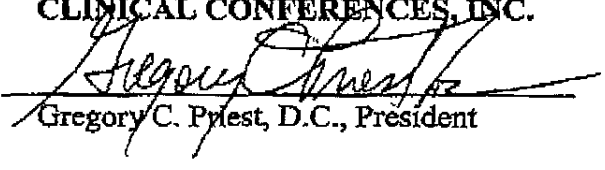
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By: **PRIEST CHIROPRACTIC, INC.**

By: 
Gregory C. Priest, D.C., President

By: **CLINICAL CONFERENCES, INC.**

By: 
Gregory C. Priest, D.C., President

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