

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222 0971  
904 222 0971 FAX

800-142-8086



ACCOUNT NO. : 0721000000012

REFERENCE : 574033 86901G

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 7, 1995

ORDER TIME : 11:35 AM

ORDER NO. : 574033

CUSTOMER NO: 86901G

CUSTOMER: Ms. Tina Bartlett  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES

1201 Hays Street  
Tallahassee, FL 32301-2636

600001450846  
-04/07/95--01061--026  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: LIBERTY-LHC, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

EFFECTIVE DATE

APR - 6 1995

J. BROWN APR 10 1995

FILED  
95 APR - 7 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# EFFECTIVE DATE

APR - 6 1995

## ARTICLES OF INCORPORATION OF LIBERTY-LHC, CORP.

95 APR - 7 11 37  
FILED  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is LIBERTY-LHC, CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is 5020 N. Tamiami Trail, Suite 200, Naples, Florida 33940.

The mailing address, wherever located, of the corporation is 5020 N. Tamiami Trail, Suite 200, Naples, Florida 33940.

THIRD: The number of shares that the corporation is authorized to issue is 500,000, all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Lawrence R. Siegel

One Columbus Center, Suite 900  
Virginia Beach, VA 23462

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and byproducts thereof; to acquire by purchase or

otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use,

operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on April 6, 1995.

Signed on April 5, 1995



Lawrence R. Siegel,  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.

By: Maria A. Harmon  
[Name] [Title]  
Assistant Secretary  
Date: 4-7-95

60112001  
sac2.mtr

P95000027992

CLARK & STANT, P. C.

ATTORNEYS AND COUNSELORS AT LAW  
ONE COLUMBUS CENTER  
VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE: (800) 490-0000  
FACSIMILE: (800) 423-0305  
DIRECT DIAL NUMBER

473-5396

August 1, 1995

JO ANN BLAIR-DAVIS  
STEPHEN W. BURKE  
DONALD H. CLARK  
CLIFFORD A. GOMOLA  
SHANNON KNIGHT DASHIELL  
JOSEPH A. DI JULIO  
TIMOTHY W. DORSEY  
ROBERT J. EVELLIGH  
THOMAS R. FRANTZ  
MICHAEL J. GARDNER  
S. GEOFFREY GLICK  
ERIC A. HAUSER  
SAMUEL M. KROLL  
JAMES T. LLOYD, JR.  
CHARLES E. MALONE  
BRIAN C. MURCELL

ROBERT M. REED  
FRANCES W. RUSSELL  
ROBERT L. SAMUEL, JR.  
C. GRIGORY SCHLES  
LAWRENCE R. SIEGEL  
THOMAS E. SNYDER  
WAYNE G. SOLIZA  
FREDERICK T. STANT, III  
CAROL E. SUMMERS  
STEPHEN C. SWAIN  
STEPHEN G. TEST  
A. W. VANDERMEER, JR.  
JACK L. YOUNG  
ALSO ADMITTED IN NC:  
FREDERICK T. STANT, JR.  
OF COUNSEL

60112.001

700001553437  
-08/04/95--01050--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: ARTICLES OF MERGER between  
Liberty-LHC, Corp. and Liberty Healthcare  
Corporation

Dear Division of Corporations:

I am enclosing an original and one copy of the Articles of Merger and Plan of Merger between Liberty-LHC Corp. and Liberty Healthcare Corporation together with this firm's check in the amount of \$70.00 to cover the cost of filing. Please return the stamped copy to me in the self addressed envelope provided. Should you have any questions, please contact me.

Very truly yours,

*Melodie Rochelle*  
Melodie T. Rochelle  
Paralegal

Enclosures  
60112001/1-fls0s3.mtr

cc: Lawrence R. Siegel, Esq.  
George P. Wagner, Jr.

EFFECTIVE DATE  
8-15-95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -1, PM12:06

*merge*  
TLL

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**LIBERTY HEALTHCARE CORPORATION**, a North Carolina corporation not  
authorized to transact business in Florida.

**INTO**

**LIBERTY-LHC, CORP.**, a Florida corporation, P95000027992.

**File date:** August 4, 1995 , effective August 15, 1995

**Corporate Specialist:** Thelma Lewis



ARTICLES OF MERGER  
OF  
LIBERTY HEALTHCARE CORPORATION  
AND  
LIBERTY-LHC, CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG -4 PM12:06

EFFECTIVE DATE  
5/15/95

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging LIBERTY HEALTHCARE CORPORATION, a North Carolina corporation with and into LIBERTY-LHC, CORP., a Florida corporation.

2. The merger of LIBERTY HEALTHCARE CORPORATION with and into LIBERTY-LHC, CORP. is permitted by the laws of the jurisdiction of organization of LIBERTY HEALTHCARE CORPORATION and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of LIBERTY HEALTHCARE CORPORATION was May 10, 1995.

3. The shareholders of LIBERTY-LHC, CORP. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 10, 1995 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on ~~May~~ ~~xxxxxx~~ August 15, 1995.

Executed on May 10, 1995.

ATTESTED:

LIBERTY HEALTHCARE CORPORATION  
a North Carolina corporation

By: 

Alan D. Parrish  
Secretary

By: 

George P. Wagner, Jr.,  
President

ATTESTED:

LIBERTY-LHC, CORP.  
a Florida corporation

By: 

Alan D. Parrish  
Secretary

By: 

George P. Wagner, Jr.  
President

PLAN OF MERGER adopted by LIBERTY HEALTHCARE CORPORATION, a business corporation organized under the laws of the State of North Carolina by resolution of its Board of Directors on May 10, 1995 and adopted by LIBERTY-LHC, CORP., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 10, 1995. The names of the corporations planning to merge are LIBERTY HEALTHCARE CORPORATION, a business corporation organized under the laws of the State of North Carolina and LIBERTY-LHC, CORP., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which LIBERTY HEALTHCARE CORPORATION plans to merge is LIBERTY-LHC, CORP.

1. LIBERTY HEALTHCARE CORPORATION and LIBERTY-LHC, CORP. shall, pursuant to the provisions of the laws of the State of North Carolina and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, LIBERTY-LHC, CORP. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of LIBERTY HEALTHCARE CORPORATION which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of North Carolina.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger

shall at the effective time and date of merger be exchanged for one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of North Carolina, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of North Carolina, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of North Carolina and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed on May 10, 1995.

ATTESTED:

By: 

Alan D. Parrish  
Secretary

LIBERTY HEALTHCARE CORPORATION  
a North Carolina corporation

By: 

George P. Wagner, Jr.,  
President

ATTESTED:

By: 

Alan D. Parrish  
Secretary

LIBERTY-LHC, CORP.  
a Florida corporation

By: 

George P. Wagner, Jr.  
President

995000027992

CLARK & STANT, P. C.

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE (800) 309-8800

FACSIMILE (800) 423-0109

DIRECT DIAL NUMBER

(804) 473-5309

January 29, 1996

KO ANN BLAIR-TAVIS  
STEPHEN W. BURKE  
DONALD H. CLARK  
CLIFFORD A. COMOLA  
SHANNON KNIGHT DASHIELL  
JOSEPH A. DI RITTO  
ROBERT J. EVLEIGH  
THOMAS R. FRANTZ  
MICHAEL J. GARDNER  
S. GLOFFREY GUCK  
ERIC A. HAHNER  
SAMUEL M. KROLL  
JAMES T. LLOYD, JR.  
CHARLES L. MALONE

ROBERT M. REED  
FRANCIS W. RUSSELL  
ROBERT L. SAKHILL, JR.  
C. GRIGBY SCIFRES  
LAWRENCE R. SIEGL  
THOMAS L. SNYDER  
WAYNE G. SOUZA  
FREDERICK T. STANT, III  
CAROL E. SUMMERS  
STEPHEN C. SWAIN  
STEPHEN G. TEST  
A. W. VANDERLINDER, JR.  
JACK E. YOUNG

ALSO ADMITTED IN DC  
FREDERICK T. STANT, JR.  
OF COUNSEL

OUR FEE NUMBER

60-129-000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

SECRETARY OF STATE  
JAN 31 1996  
TALLAHASSEE, FLORIDA

Re: ARTICLES OF MERGER between  
Liberty-LHC, Corp. and Liberty  
Healthcare Management Corporation

Dear Division of Corporations:

I am enclosing an original and one copy of the Articles of Merger and Plan of merger between Liberty-LHC, Corp. and Liberty Healthcare Management Corporation together with this firm's check in the amount of \$70.00 to cover the cost of filing. Please return the stamped copy to me in the self addressed envelope provided. Should you have any questions, please contact me.

Very truly yours,

*Brian C. Purcell*

Brian C. Purcell, Esquire

BCP/pw

Enclosures

60129000/1-flsos.bcp

N. HENDRICKS JAN 31 1996

*merge*

*Wally*

FILED  
96 JAN 31 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LIBERTY HEALTHCARE MANAGEMENT CORPORATION, A GEORGIA  
CORPORATION, F93000002693

INTO

**LIBERTY-LHC, CORP.**, a Florida corporation, P95000027992.

File date: January 31, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER  
OF  
LIBERTY HEALTHCARE MANAGEMENT CORPORATION  
AND  
LIBERTY-LHC, CORP.

FILED  
96 JAN 31 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging LIBERTY HEALTHCARE MANAGEMENT CORPORATION, a Georgia corporation with and into LIBERTY-LHC, CORP., a Florida corporation.

2. The merger of LIBERTY HEALTHCARE MANAGEMENT CORPORATION with and into LIBERTY-LHC, CORP. is permitted by the laws of the jurisdiction of organization of LIBERTY HEALTHCARE MANAGEMENT CORPORATION and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of LIBERTY HEALTHCARE MANAGEMENT CORPORATION was January 29, 1996.

3. The shareholders of LIBERTY-LHC, CORP. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on January 29, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on January 31, 1996.

Executed on January 29, 1996.

ATTESTED:

LIBERTY HEALTHCARE MANAGEMENT  
CORPORATION, a Georgia corporation

By: 

Alan D. Parrish  
Secretary

By: 

George P. Wagner, Jr.  
President

ATTESTED:

LIBERTY-LHC, CORP.,  
a Florida corporation

By: 

Alan D. Parrish  
Secretary

By: 

George P. Wagner, Jr.  
President

**PLAN OF MERGER** adopted by LIBERTY HEALTHCARE MANAGEMENT CORPORATION, a business corporation organized under the laws of the State of Georgia, by resolution of its Board of Directors on January 29, 1996, and adopted by LIBERTY-LHC, CORP., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 29, 1996. The names of the corporations planning to merge are LIBERTY HEALTHCARE MANAGEMENT CORPORATION, a business corporation organized under the laws of the State of Georgia, and LIBERTY-LHC, CORP., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which LIBERTY HEALTHCARE MANAGEMENT CORPORATION plans to merge is LIBERTY-LHC, CORP.

1. LIBERTY HEALTHCARE MANAGEMENT CORPORATION and LIBERTY-LHC, CORP., shall, pursuant to the provisions of the laws of the State of Georgia and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, LIBERTY-LHC, CORP., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of LIBERTY HEALTHCARE MANAGEMENT CORPORATION, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into .8567567 shares of the surviving corporation. The issued shares of

the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



**LIBERTY**  
**HEALTHCARE**  
**95000077992**

Parkway Financial Center  
150 Goodlette Road  
Suite 800  
Naples, FL 34102

Phone: 941-262-0000  
Fax: 941-262-0930

October 8, 1996

Florida Department of State  
Division of Corporations  
Registration and Qualification Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Liberty-LHC, Corp.

Dear Sir/Madam:

Please be advised that the above-referenced partnership has moved to a new location as of September 1, 1996. The new address is:

Liberty-LHC, Corp.  
Parkway Financial Center  
2150 Goodlette Road, Suite 800  
Naples, FL 34102

Please correct your records accordingly.

Thank you.

Sincerely yours,

*George P. Wagner, Jr.*

George P. Wagner, Jr.  
President

/mh

7/10/14