

P95000054934

FILED
TALLAHASSEE, FLORIDA
DEC 17 PM 3:54

CORPORATION(S) NAME

Total Therapeutic Management, Inc. Meging into: TTM (Georgia), Inc.

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Merge

100004725261--3
-12/13/01--01075--011
*****70.00 *****70.00

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/13/01

Order#: 49829

Ref#: _____

Amount: \$ _____

RECEIVED
01 DEC 13 PM 1:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615
fr

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL THERAPEUTIC MANAGEMENT, INC., a Florida corp. P95000054934
,

INTO

TTM (GEORGIA), INC., a Georgia entity not qualified in Florida.

File date: December 17, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
TOTAL THERAPEUTIC MANAGEMENT, INC.,
a Florida corporation
AND
TTM (GEORGIA), INC.,
a Georgia corporation

FILED
01 DEC 17 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Georgia

To the Department of State
State of Florida

Pursuant to the provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act, the corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Total Therapeutic Management, Inc. ("Florida"), a corporation of the State of Florida with and into TTM (Georgia), Inc. ("Georgia"), a corporation of the State of Georgia as adopted at a meeting by the Board of Directors of Florida on December 13, 2001 and adopted at a meeting by the Board of Directors of Georgia on December 13, 2001.
2. The merger was duly approved by the shareholders of Georgia and Florida.
3. The merger of Florida with and into Georgia is permitted by the laws of the jurisdiction of organization of Florida and of Georgia and has been authorized in compliance with said laws.
4. Georgia will continue its existence as the surviving corporation under the name, "Total Therapeutic Management, Inc.", pursuant to the provisions of the Georgia Business Corporation Code.
5. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

**PLAN AND AGREEMENT OF MERGER
BETWEEN
TOTAL THERAPEUTIC MANAGEMENT, INC.
(a Florida corporation)
AND
TTM (GEORGIA), INC.
(a Georgia corporation)**

This PLAN AND AGREEMENT OF MERGER is adopted by Total Therapeutic Management, Inc., a corporation for profit organized under the laws of the State of Florida and adopted by TTM (Georgia), Inc., a corporation for profit organized under the laws of the State of Georgia. The names of the corporations planning to merge are **Total Therapeutic Management, Inc.**, a corporation for profit organized under the laws of the State of Florida, ("TTM (Florida)") and **TTM (Georgia), Inc.**, a corporation for profit organized under the laws of the State of Georgia ("TTM (Georgia)"). The name of the surviving corporation into which TTM (Florida) plans to merge is **Total Therapeutic Management, Inc. (f/k/a TTM (Georgia), Inc.)**, a Georgia corporation.

1. TTM (Florida) and TTM (Georgia) shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, TTM (Georgia) which shall be the surviving corporation upon the effective 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 the name "Total Therapeutic Management, Inc." pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of TTM (Florida) which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"I.

The Name of the Corporation is TOTAL THERAPEUTIC
MANAGEMENT, INC."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

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 Georgia Business Corporation Code.

4. The directors and officers of the surviving corporation upon the effective 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 office until their respective successors are elected 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 when the merger takes effect shall be converted into 158,000 shares of voting common stock 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 as of when the merger takes effect 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 provisions of the Florida Business Corporation Act, 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 Georgia Business Corporation Code.

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 provisions of the Florida Business Corporation Act, 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 Georgia Business Corporation Code, 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 Florida and the State of Georgia, 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 December 13, 2001.

Total Therapeutic Management, Inc.,
a Florida corporation

By: Heriberto N. Perez
Name: HERIBERTO N. PEREZ
Title: CEO

TTM (Georgia), Inc.,
a Georgia corporation

By: Heriberto N. Perez
Name: HERIBERTO N. PEREZ
Title: CEO