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MERGER OR SHARE EXCHANGE

DHC SUBSIDIARY DISSOLUTION CORPORATION

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ARTICLES OF MERGER
OF
THE OPTIMAL OPEN MRI, INC.
WITH AND INTO
DHC SUBSIDIARY DISSOLUTION CORPORATION

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, DHC Subsidiary Dissolution Corporation, a Georgia corporation (the "Parent Corporation") hereby files the following Articles of Merger for the purpose of merging The Optimal Open MRI, Inc., a Florida corporation and wholly-owned subsidiary of the Parent Corporation (the "Subsidiary Corporation"), with and into the Parent Corporation, which shall be the surviving corporation:

FIRST: Attached hereto as Exhibit A and incorporated herein by this reference is the Plan of Merger ("Plan of Merger") which was adopted by the Board of Directors of the Parent Corporation in the manner prescribed by Section 14-2-1104 of the Georgia Business Corporation Code.

SECOND: The Parent Corporation owns 100% of the outstanding shares of the only class of the Subsidiary Corporation, and, pursuant to Section 607.1104 of the Florida Business Corporation Act, neither the approval of the shareholders of the Parent Corporation nor the approval of the shareholders of the Subsidiary Corporation is required in order to consummate the Plan of Merger.

THIRD: The Plan of Merger was approved was approved by the Board of Directors of Subsidiary Corporation in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act, shareholder approval not being required thereunder.

FOURTH: The Parent Corporation, being the sole shareholder of the Subsidiary Corporation, hereby waives the requirement that a copy of the Plan of Merger be mailed to each shareholder of the Subsidiary Corporation under Section 607.1104 Florida Business Corporation Act.

FIFTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Parent Corporation shall be the surviving corporation of the merger and agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Florida as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Parent Corporation at One HealthSouth Parkway, Birmingham, Alabama 35243.

Dated as of September 20, 2006.

DHC Subsidiary Dissolution Corporation

By: 

Jody B. Martin
Assistant Secretary

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is adopted by the undersigned, constituting all of the directors of **DHC Subsidiary Dissolution Corporation**, a Georgia corporation (the "Parent Corporation"), as of September 20, 2006, in order to provide for the merger of **The Optimal Open MRI, Inc.**, a Florida corporation and wholly-owned subsidiary of the Parent Corporation (the "Subsidiary Corporation") with and into the Parent Corporation (the "Merger").

WITNESSETH:

WHEREAS, the Parent Corporation is a corporation duly organized and existing under the laws of the State of Georgia;

WHEREAS, the Subsidiary Corporation is a wholly owned subsidiary of the Parent Corporation, and is duly organized and existing under the laws of the State of Florida;

WHEREAS, Section 14-2-1104 of the Georgia Business Corporation Code (the "Georgia Act") and Section 607.1104 of the Florida Business Corporation Act (the "Florida Act") permit a parent corporation owning at least 90% of the outstanding shares of each class of a subsidiary corporation to merge a subsidiary into itself without approval of the shareholders of the parent or subsidiary corporation; and

WHEREAS, the Board of Directors of the Parent Corporation have determined that it is advisable that the Subsidiary Corporation be merged into the Parent Corporation on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained, it is agreed that, in accordance with the applicable statutes of the State of Georgia and the State of Florida, the Subsidiary Corporation shall be at the Effective Time (as defined in Section 1.2 below) merged with and into the Parent Corporation, which shall be the surviving corporation, and that the terms and conditions of such merger and the mode of carrying it into effect shall be as follows:

L. TERMS AND CONDITIONS

1.1 **Merger.** The Subsidiary Corporation shall be merged with and into the Parent Corporation pursuant to the provisions of Section 14-2-1104 of the Georgia Act and Section 607.1104 of the Florida Act. The Parent Corporation shall be the survivor of the Merger and is hereinafter referred to as the "Surviving Corporation" when reference is made to it as of the Effective Time of the Merger or thereafter. It is intended that the Merger shall be a complete liquidation of a subsidiary within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended ("Code").

1.2 **Effective Time of the Merger.** Subject to the terms and conditions of this Plan of Merger, and upon satisfaction of all legal requirements, the Merger shall be effective as of the date and time Articles of Merger shall be filed with the Secretary of State of the State of Georgia (the "Effective Time").

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1.3 **Effect of the Merger.** The Merger shall have the effect provided in Section 14-2-1106 of the Georgia Act and 607.1106 of the Florida Act.

1.4 **Conversion of Shares.** At the Effective Time, each issued and outstanding share of common stock (which is the only class of stock) of the Subsidiary Corporation, one hundred percent (100%) of which are owned by the Parent Corporation, shall be cancelled.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 **Articles of Incorporation and By-Laws.** From and after the Effective Time, the Articles of Incorporation and the By-Laws of the Parent Corporation as in effect on the Effective Time shall continue to be the Certificate of Incorporation and By-Laws of the Surviving Corporation.

2.2 **Directors.** The directors of the Parent Corporation immediately preceding the Effective Time shall remain the directors of the Surviving Corporation on and after the Effective Time and shall serve until their successors are elected and qualified.

2.3 **Officers.** The officers of the Parent Corporation immediately preceding the Effective Time shall remain the officers of the Surviving Corporation on the Effective Time and shall serve until their successors are elected and qualified.

IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first set forth above by the undersigned, constituting all of the members of the Board of Directors of the Parent Corporation.


Jay Grinney
Michael D. Snow
John Whittington

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