

P96000064956

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CLERK OF COURT
TALLAHASSEE, FLORIDA

Menger
(1a) 12/28/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sports Specialty & Rehabilitation Center, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel J. Endrizal, III, Esq.

(Name of person)

Daniel J. ENdrizal, III, P.A.

(Name of firm/company)

1533 Hendry St. Ste 303

(Address)

Ft. Myers, FL 33901

(City/state and zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Daniel J. Endrizal

(Name of person)

at (239) 728.8555

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 30, 2004

DANIEL J. ENDRIZAL, III, P.A.
P.O. BOX 1876
FT. MYERS, FL 33902

SUBJECT: SPORTS SPECIALTY & REHABILITATION CENTER, INC.
Ref. Number: P96000064956

We have received your document for SPORTS SPECIALTY & REHABILITATION CENTER, 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):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The date of adoption of each amendment must be included in 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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 504A00067125

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sports Speciality & Rehabilitation Center Inc.	Florida	P96000064956

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Professional Development Systems, Inc.	Florida	P94000019158

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 6/30/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 6/30/04.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Sports Speciality &
Rehabilitation Center

Walter D. Vogel

William D. Vogelbach

Professional Development Systems

Walter D. Vogel

William D. Vogelbach

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Sportrs Specialty &
Rehabilitation Center, Inc.

Jurisdiction

Florida, FEI# 650688953

The name and jurisdiction of each subsidiary corporation:

Name

Professional Development
Systems, Inc.

Jurisdiction

Florida FEI# 650473879

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares and interest in Professional Development Systems, Inc are owned by Sports Speciality & Rehabilitation Center, Inc. and all propertyt in the name of Professional Development Systems, Inc. is to be transfered in accordance with the laws of the State of Florida to the surviving CorporaTION, Sports Speciality & Rehabilitation Center, Inc

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A