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(Business Entity Name)

106-26019

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SUSAN MARY O'NEILL
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New American Physical Therapy, Inc
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Muhammad Nooruddin
Contact Person

New American Physical Therapy, Inc
Firm/Company

1204 N Parrott Ave
Address

Okeechobee, FL 34972
City, State and Zip Code

nopruddin lot4@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Muhammad Abbruddin at (863) 763-7773
Name of Contact Person Area Code and Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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2010 NOV 18 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MUHAMMAD Nooruddin		
Nassa Management Group, LLC		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
New American Physical Therapy, Inc		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

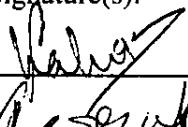
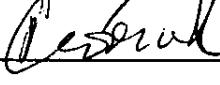
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>New American Physical Therapy Inc</u>		<u>Shahnaz Nooruddin</u>
<u>Nassa Management Group LLC</u>		<u>Mohammad Nooruddin</u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
For each Corporation: \$35.00
For each Limited Partnership: \$52.50
For each General Partnership: \$25.00
For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

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2010 NOV 18 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name Jurisdiction Form/Entity Type

Nassa Management Group, LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name Jurisdiction Form/Entity Type

New American Physical Therapy LLC

THIRD: The terms and conditions of the merger are as follows:

See contract

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All shares are owned by : Shahneaz Nooruddin

with Mohammad Nooruddin as Manager

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

none

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See contract

(Attach additional sheet if necessary)

CONTRACT

This Agreement executed on this 12 day of November, 2010, but agreed to be effected from and after November 12, 2010 by and between New American Physical Therapy, Inc and Nassa Management Group, LLC.

Now, therefore, for and in consideration of the mutual promises and agreements contained herein, New American Physical Therapy, Inc and Nassa Management Group, LLC under the following terms and conditions hereby upon both parties:

Nassa Management Group, LLC will merge companies with New American Physical Therapy, Inc.

There is No (Zero Dollars) exchanged.

Nassa Management Group, LLC will notify all contracts and suppliers of the merge.

New American Physical Therapy, Inc will remain intact and fully functional.

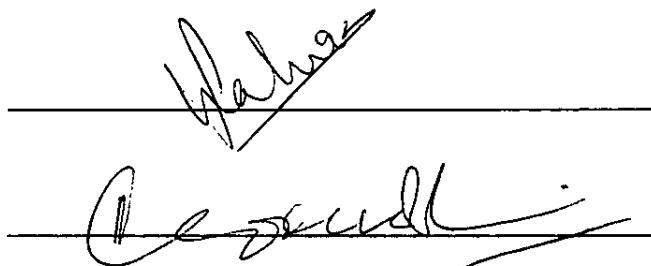
New American Physical Therapy, Inc will be responsible for all tax changes and filling for both parties.

Nassa Management Group, LLC will set forth in dissolving company the day this agreement is signed.

This Agreement shall be governed by and construed in accordance with the laws of The State of Florida.

This Agreement shall be binding unless executed in writing by all parties.

Witness our Signatures, this 16th day of November, 2010



Two handwritten signatures are present on the line. The top signature, "Walter", is written in cursive and is positioned above a horizontal line. The bottom signature, "Cesarelli", is also written in cursive and is positioned below the first signature and above a second horizontal line.