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**MERGER OR SHARE EXCHANGE**

**Americare Ambulance Service, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	04
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
MERGING AMERICARE ALS, INC.  
INTO AMERICARE AMBULANCE SERVICE, INC.

2018 DEC 12 PM 4:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, AMERICARE AMBULANCE SERVICE, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging AMERICARE ALS, INC., a Florida corporation, into AMERICARE AMBULANCE SERVICE, INC., a Florida corporation (the "Merger").

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by the shareholders of AMERICARE AMBULANCE SERVICE, INC., in accordance with the applicable provisions of the Florida Business Corporation Act on 12/6, 2018.
3. The Plan was approved by the shareholders of AMERICARE ALS, INC., in accordance with the applicable provisions of the Florida Business Corporation Act on 12/6, 2018.
4. The Merger shall be effective as of December 31, 2018.

Dated: 12/6, 2018

AMERICARE AMBULANCE SERVICE, INC.

By: Ronald W. Mason, Sr.

Name: Ronald W. Mason, Sr.

Title: President

By: David M. Carr

Name: David M. Carr

Title: Secretary

AMERICARE ALS, INC.

By: Ronald W. Mason, Sr.

Name: Ronald W. Mason, Sr.

Title: President

By: David M. Carr

Name: David M. Carr

Title: Secretary

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Exhibit A

[Attach Copy of Plan]

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## PLAN OF MERGER

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This PLAN OF MERGER (this "Plan") is hereby adopted by the following Florida corporations: AMERICARE AMBULANCE SERVICE, INC. ("AASI"); AMBULEASE II, INC. ("AII"); AMERICARE ALS, INC. ("AAI"); and AMERICARE HANDICAB, INC. ("AHI"), for the purpose of merging AII, AAI and AHI into AASI pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"). AASI is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The parties to the merger are AMERICARE AMBULANCE SERVICE, INC.; AMBULEASE II, INC.; AMERICARE ALS, INC.; and AMERICARE HANDICAB, INC., each of which is a Florida corporation. The name of the surviving entity is AMERICARE AMBULANCE SERVICE, INC.
2. Terms and Conditions of the Merger.
  - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan):
    - (i) AII will be merged with and into AASI pursuant to and in accordance with Section 607.1101 of the Act, in a transaction intended to be treated as a tax-free merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, of AII into Mason/Carr, LLC, a Florida limited liability company taxed as an S corporation, which owns 100% of the capital stock of AASI. The separate existence of AII shall thereupon cease, and AASI, as the Surviving Entity, shall be fully vested in the title to all real estate and other property, or any interest therein, owned by AII, without reversion or impairment, and shall be fully vested in the rights, privileges, immunities, powers and franchises of AII, subject to its restrictions, liabilities, disabilities, and duties.
    - (ii) AAI will be merged with and into AASI pursuant to and in accordance with Section 607.1101 of the Act, in a transaction intended to be disregarded for tax purposes. The separate existence of AAI shall thereupon cease, and AASI, as the Surviving Entity, shall be fully vested in the title to all real estate and other property, or any interest therein, owned by AAI, without reversion or impairment, and shall be fully vested in the rights, privileges, immunities, powers and franchises of AAI, subject to its restrictions, liabilities, disabilities, and duties.
    - (iii) AHI will be merged with and into AASI pursuant to and in accordance with Section 607.1101 of the Act, in a transaction intended to be disregarded for tax purposes. The separate existence of AHI shall thereupon cease, and AASI, as the Surviving Entity, shall be fully vested in the title to all real estate and other property, or any interest therein, owned by AHI, without reversion or impairment, and shall be fully vested

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in in the rights, privileges, immunities, powers and franchises of AHI, subject to its restrictions, liabilities, disabilities, and duties.

- (b) Articles of Incorporation. The Articles of Incorporation of AASI as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
- (c) Directors and Officers. The directors and officers of AASI in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.

3. Treatment of Shares.

- (a) AASI. On and after the Effective Date, each share of capital stock of AASI currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
- (b) AII. Each share of capital stock of AII outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
- (c) AAI. Each share of capital stock of AAI outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
- (d) AHI. Each share of capital stock of AHI outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.

4. Effective Date. The mergers of AII, AAI and AHI into AASI will become effective December 31, 2018 (the "Effective Date").

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