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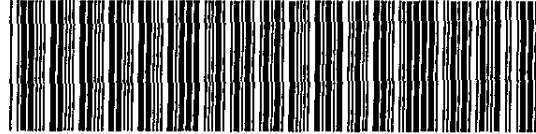
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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 1/4/05

REF. #: 0638.33470

CORP. NAME: TOTAL PATIENT CARE HOME HEALTH, LLC

FILED
05 JAN -4 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510913 FOR \$ 85.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF MERGER
(FLORIDA)
evidencing merger of
TOTAL PATIENT CARE HOME HEALTH, INC.,
a Florida corporation
and
TPCHH HOLDINGS, LLC,
a Delaware limited liability company

with and into
TOTAL PATIENT CARE HOME HEALTH, LLC
a Delaware limited liability company

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05 JAN -11 AM 10:18
TALLAHASSEE COUNTY FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

ENTITY NUMBER ONE:

Name:	TOTAL PATIENT CARE HOME HEALTH, LLC
Street Address:	6820 South Point Parkway, #4 Jacksonville, Florida 32216
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company
Florida Document/ Registration Number:	Not Applicable
FEI Number:	20-2085871

ENTITY NUMBER TWO:

Name:	TOTAL PATIENT CARE HOME HEALTH, INC
Street Address:	3236 Beach Boulevard Jacksonville, Florida 32207
Jurisdiction:	Florida

Entity Type:	Corporation
Florida Document/Registration Number:	P97000009094
FBI Number:	59-3432594

ENTITY NUMBER THREE:

Name:	TPCHH HOLDINGS, LLC
Street Address:	600 Republic Centre Chattanooga, Tennessee 37402
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company
Florida Document/Registration Number:	MO3000004224
FBI Number:	43-2008694

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name:	TOTAL PATIENT CARE HOME HEALTH, LLC
Street Address:	6820 South Point Parkway, #4 Jacksonville, Florida 32216
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company
Florida Document/Registration Number:	Not Applicable

FEI Number:	Applied for 12/31/2004
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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108 Florida Statutes, and was approved by each domestic corporation and foreign limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608 Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity, TOTAL PATIENT CARE HOME HEALTH, LLC, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: The surviving entity, TOTAL PATIENT CARE HOME HEALTH, LLC, agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: The surviving entity, TOTAL PATIENT CARE HOME HEALTH, LLC, has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:




Name of Entity	Signature(s)	Name and Title of Individual
TOTAL PATIENT CARE HOME HEALTH, INC., a Florida corporation	By: <u></u>	Name: Ronald R. Arrington Title: Chairman
TPCHH HOLDINGS, LLC, a Delaware limited liability company	By: <u></u>	Name: Ronald R. Arrington Title: President
TOTAL PATIENT CARE HOME HEALTH, LLC a Delaware limited liability company	By: <u></u>	Name: Ronald R. Arrington Title: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

See attached.

**AGREEMENT
AND
PLAN OF MERGER**
evidencing merger of
TOTAL PATIENT CARE HOME HEALTH, INC.,
a Florida corporation
and
TPCHH HOLDINGS, LLC,
a Delaware limited liability company

with and into
TOTAL PATIENT CARE HOME HEALTH, LLC
a Delaware limited liability company

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into as of the 31st day of December, 2004, by and between (i) TOTAL PATIENT CARE HOME HEALTH, INC., a Florida corporation ("TPC of Florida"), and TPCHH HOLDINGS, LLC, a Delaware limited liability company ("TPCHH") (collectively, TPC of Florida and TPCHH are referred to as the "Disappearing Entities" and individually as a "Disappearing Entity"), and TOTAL PATIENT CARE HOME HEALTH, LLC, a Delaware limited liability company (the "Surviving Entity"), under the following circumstances:

WITNESSETH:

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 of the Florida Business Corporation Act (the "Florida Act") and is being submitted in accordance with Section 607.1108 of the Florida Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions and covenants herein contained and the mutual benefits to be derived therefrom, the parties hereby covenant and agree as follows:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name:	TOTAL PATIENT CARE HOME HEALTH, LLC
Street Address:	6820 South Point Parkway, #4 Jacksonville, Florida 32216
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company

Name:	TOTAL PATIENT CARE HOME HEALTH, INC
Street Address:	3236 Beach Boulevard Jacksonville, Florida 32207

Jurisdiction:	Florida
Entity Type:	Corporation

Name:	TPCHH HOLDINGS, LLC
Street Address:	600 Republic Centre Chattanooga, Tennessee 37402
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name:	TOTAL PATIENT CARE HOME HEALTH, LLC
Street Address:	6820 South Point Parkway, #4 Jacksonville, Florida 32216
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company

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

1. The Merger.

(a) *General.* The Disappearing Entities shall be, and hereby are, merged with and into the Surviving Entity in accordance with the terms of this Plan (the "**Merger**"), and, except insofar as it may be continued by statute, the separate existence of the Disappearing Entities shall cease upon the Effective Date. Upon the consummation of the Merger, the Disappearing Entities and the Surviving Entity (which are sometimes referred to collectively herein as the "**Constituent Entities**") shall become a single entity, with the Surviving Entity as the sole surviving entity.

(b) *Effective Date.* The Merger shall become effective (the "**Effective Date**") as of the later of the later of (i) the date of filing of a properly executed Certificate of Merger (the "**Delaware Certificate of Merger**") relating to the Merger with the Secretary of State of Delaware in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "**Delaware Act**"); and (ii) the date of filing of a properly executed Articles of Merger (the "**Florida Articles of Merger**" and, along with the Delaware Certificate of Merger, the "**Certificates of Merger**") relating to the Merger with the Secretary of State of Florida in accordance with Sections 607.1108 of the Florida Act.

(c) *Effect of Merger.* Upon the Effective Date, all of the rights, privileges, powers, immunities and franchises of each of the Constituent Entities, both of a public and private nature, and all property, real, personal and mixed and all debts due on whatever account, as well as all things in action, and every other interest belonging to any of the Constituent Entities, shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity without further act or deed, and all such rights, privileges, powers, immunities and

franchises, property, debts, or things in action, and all and every interest of the Constituent Entities shall be thereafter as effectually the property of the Surviving Entity as they were of the respective Constituent Entities, and all debts, liabilities, restrictions and duties of the respective Constituent Entities shall henceforth attach to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities, restrictions and duties had been incurred or contracted by it.

(d) *Further Assurances.* The Constituent Entities hereby agree, respectively, that they will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Entity may deem necessary or desirable in order to vest or perfect in or confirm to the Surviving Entity title to and possession of all the property, rights, privileges, powers, immunities, franchises and interest referred to in this Plan and otherwise to carry out the intent and purpose of this Plan.

2. The Surviving Entity.

(a) *Certificate of Organization.* The Certificate of Organization of the Surviving Entity shall be the Certificate of Incorporation of the Surviving Entity at and after the Effective Date until thereafter amended in accordance with the terms thereof and the Delaware Act.

(b) *Limited Liability Company Agreement.* The Limited Liability Company Agreement of the Surviving Entity shall be the Limited Liability Company Agreement of the Surviving Entity at and after the Effective Date, and thereafter may be amended in accordance with their terms and as provided by the Certificate of Organization and Limited Liability Company Agreement of the Surviving Entity and the Delaware Act.

(c) *Board of Managers and Officers.* At and after the Effective Date, the Board of Managers and Officers of the Surviving Entity shall be the Board of Managers and Officers set forth below, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity's Certificate of Organization and Limited Liability Company Agreement of the Surviving Entity and the Delaware Act:

BOARD OF MANAGERS:

Ronald R. Arrington
Robert E. Bosworth
Robert S. Marshall

OFFICERS:

Ronald R. Arrington	President
Robert E. Bosworth	Vice-President
Robert S. Marshall	Vice-President and Secretary

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. Exchange of TPCHH Membership Interests for Surviving Company Membership Interests.

(a) *Class A Membership Interests.* Upon the Effective Date of the Merger, each Member's proportional share of the outstanding Class A Membership Interests of TPCHH shall be converted into the same proportional amount of Class A Membership Interests of the Surviving Corporation; provided, however, immediately following such conversion as of the Effective Date, all Class A Membership Interests of TPCHH shall be canceled and no Class A Membership Interests of TPCHH shall be deemed to be outstanding or to have any rights after the Effective Date.

(b) *Class B Membership Interests.* Upon the Effective Date of the Merger, each Member's proportional share of the outstanding Class B Membership Interests of TPCHH shall be converted into the same proportional amount of Class B Membership Interests of the Surviving Corporation; provided, however, immediately following such conversion as of the Effective Date, all Class B Membership Interests of TPCHH shall be canceled and no Class B Membership Interests of TPCHH shall be deemed to be outstanding or to have any rights after the Effective Date.

2. No Exchange of TPC of Florida Stock for Surviving Company Membership Interests. Upon the Effective Date of the Merger, all authorized, issued, or outstanding shares of the capital stock of TPC of Florida (and any and all options, warrants, convertible instruments or related derivatives to acquire the same) shall terminate, expire, and be of no legal effect and no shares of the capital stock of TPC of Florida shall be deemed to be outstanding or to have any rights after the Effective Date.

3. Capitalization Table. Upon the Effective Date of the Merger, the capitalization table of the Surviving Entity shall be as follows:

MEMBER	Class A Interests	Class B Interests	Class A & Class B Interests (Total Financial Interests)	Total Financial Interests (Fully Diluted)*	Governance Interests	Governance Interests (Fully Diluted)*
Ronald R. Arrington	53.3%	0.0%	53.3%	24.2%	78.4%	35.7%
John R. Lang	0.0%	11.1%	11.1%	5.1%	0.0%	0.0%
Joseph M. Wright	0.0%	8.3%	8.3%	3.8%	0.0%	0.0%
Diane Smith	0.0%	1.9%	1.9%	0.9%	0.0%	0.0%
Jacqueline Wright	0.0%	2.9%	2.9%	1.3%	0.0%	0.0%
Jackie Evans	0.0%	2.2%	2.2%	1.0%	0.0%	0.0%
Tina Graves	0.0%	2.2%	2.2%	1.0%	0.0%	0.0%
Hugh M. Peters	0.0%	2.5%	2.5%	1.1%	0.0%	0.0%
Martha I. Arrington	0.0%	1.0%	1.0%	0.4%	0.0%	0.0%
Livingston Company, LLC	8.8%	0.0%	8.8%	54.0%	12.9%	55.9%
Livingston Fund I, L.P.	5.9%	0.0%	5.9%	7.2%	8.7%	8.4%
Total	68.0%	32.0%	100.0%	100.0%	100.0%	100.0%

* Fully diluted figures include Warrants held by Livingston Company, LLC and Livingston Fund I, L.P.

(B) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

1. Certain Warrants. Upon the Effective Date of the Merger, all obligations to issue equity, along with debts, liabilities, restrictions and duties of TPCHH and/or TPC of Florida relating or arising from the warrants issued to Livingston Company, LLC and Livingston Fund I, L.P. pursuant to one or more warrant purchase agreement(s) shall henceforth attach to and be the responsibility of the Surviving Entity, and may be enforced against it to the same extent as if such obligations to issue equity, along with the debts, liabilities, restrictions and duties had been incurred or contracted by it.

2. Other Rights Terminated. Except for the rights of Livingston Company, LLC and Livingston Fund I, L.P. described in the previous paragraph, upon the Effective Date of the Merger, all other converting rights to acquire equity interests, shares, obligations or other securities of each Disappearing Entity shall terminate, expire, and be of no legal effect

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

NOT APPLICABLE

SIXTH: If a limited liability company is the surviving entity the name(s), title(s) and address(es) of the manager(s)managing members are as follows:

Name	Title	Address
Ronald R. Arrington	President	One Union Square, Suite 300 Chattanooga, Tennessee 37402
Robert E. Bosworth	Vice-President	One Union Square, Suite 300 Chattanooga, Tennessee 37402
Robert S. Marshall	Vice-President and Secretary	One Union Square, Suite 300 Chattanooga, Tennessee 37402

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

This Plan of Merger has been adopted by the board of directors of TPC of Florida and has been submitted and approved by the sole shareholder of TPC of Florida in the manner prescribed by the provisions of the Florida Act and the Delaware Act.




This Plan of Merger has been adopted by the respective boards of managers of TPCHH and the Surviving Entity and has been submitted all the members of TPCHH and the Surviving Entity with governance rights in the manner prescribed by the provisions of the Florida Act and the Delaware Act.

EIGHTH: Other provisions, if any, relating to the merger:

NOT APPLICABLE

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned Constituent Entities have executed this Plan as of the date first above written.

Name of Entity	Signature(s)	Name and Title of Individual
TOTAL PATIENT CARE HOME HEALTH, INC., a Florida corporation	By: <u></u>	Name: Ronald R. Arrington Title: Chairman
TPCHH HOLDINGS, LLC, a Delaware limited liability company	By: <u></u>	Name: Ronald R. Arrington Title: President
TOTAL PATIENT CARE HOME HEALTH, LLC a Delaware limited liability company	By: <u></u>	Name: Ronald R. Arrington Title: President