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P97000019 369

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Intercoastal Rehabilitation, Inc.  
merging into

Intercoastal Acquisition, Inc.

EFFECTIVE DATE  
7/31/97

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

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7-30

File 1st

Merger  
7/31

**ARTICLES OF MERGER  
OF  
INTERCOASTAL REHABILITATION, INC.  
INTO  
INTERCOASTAL ACQUISITION, INC.**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized is as follows:

Name of Corporation

INTERCOASTAL REHABILITATION, INC.

State of Incorporation

Florida

INTERCOASTAL ACQUISITION, INC.

Arkansas

**EFFECTIVE DATE**  
7/31/97

**SECOND:** The Laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

**THIRD:** The foreign corporation complies with the applicable provisions of Section 607.1105 F.S.

**FOURTH:** The plan of merger is as follows:

(1) INTERCOASTAL REHABILITATION, INC., a Florida corporation ("IRI"), will merge with and into INTERCOASTAL ACQUISITION, INC., an Arkansas corporation ("IAI" and "Surviving Corporation"). Both entities are owned by MB Holding Corp., a Nevada corporation.

(2) IRI shall be merged with and into IAI and the separate corporate existence of IRI shall thereupon cease (the "Merger"). IAI shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Arkansas, and all of the rights, privileges, powers, immunities, purposes and franchises of IRI shall be vested in the Surviving Corporation. The Merger shall have the effects specified in Section 4-27-1106 of the Arkansas 1987 Business Corporation Act and Section 1106 of the Florida Business Corporation Act.

The Articles of Incorporation and Bylaws of IAI shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

The persons who are the officers and directors of IAI immediately prior to the merger shall be and become the officers and directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their

earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

(3) Each share of Common Stock, par value \$0.01 per share, of IAI issued and outstanding immediately prior to the Merger shall continue to be an issued and outstanding share and shall continue to evidence ownership of the same number of shares of Common Stock of the Surviving Corporation.

As a result of the Merger, all IRI Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any shares of IRI Common Stock shall thereafter cease to have any rights with respect to such shares of Common Stock.

**FIFTH:** The effective date of the certificate of merger shall be 4:00 p.m., Little Rock Arkansas time, on the 31<sup>st</sup> day of July, 1997.

**SIXTH:** The plan of merger was adopted by the Board of Directors of Surviving Corporation on the 28th day of July, 1997, and was adopted by the shareholders of IRI on the 28th day of July, 1997.

Signed this 28th day of July, 1997.

INTERCOASTAL REHABILITATION, INC.

By: 

\_\_\_\_\_  
Scott A. Haire  
President

INTERCOASTAL ACQUISITION, INC.

By: 

\_\_\_\_\_  
Scott A. Haire  
President

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERCOASTAL REHABILITATION, INC., A FLORIDA CORPORATION,  
DOCUMENT NUMBER P97000019369

INTO

INTERCOASTAL ACQUISITION, INC., an Arkansas corporation not qualified in  
Florida.

File date: July 30, 1997, effective July 31, 1997

Corporate Specialist: Karen Gibson