



P98000050207

ACCOUNT NO. : 072100000032

REFERENCE : 763380 82866A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

FILED
02 SEP 27 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 27, 2002

ORDER TIME : 3:50 PM

ORDER NO. : 763380-005

500008085895--9

CUSTOMER NO: 82866A

CUSTOMER: John J. Lancaster, Esq
Clark, Campbell & Mawhinney,
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

ARTICLES OF MERGER

EFFECTIVE DATE
10-02-02

RJR PARTNERS, INC.

INTO

AMERICAN HEALTH CARE CENTER OF
POLK COUNTY, INC.

RECEIVED
02 SEP 27 PM 4:29
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

C. Coulliette SEP 27 2002

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RJR PARTNERS, INC., a Florida corporation, P98000049659

INTO

AMERICAN HEALTH CARE CENTER OF POLK COUNTY, INC., a Florida
entity, P98000050207.

File date: September 27, 2002 , effective October 1, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is:

AMERICAN HEALTH CARE CENTER OF POLK COUNTY, INC.,
a Florida corporation

2. The name and jurisdiction of each merging corporation is:

RJR PARTNERS, INC., a Florida corporation
2090 Havendale Boulevard
Winter Haven, Florida 33881
FEI: 593516235
Document No.: P98000049659

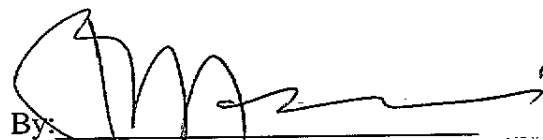
AMERICAN HEALTH CARE CENTER OF POLK COUNTY, INC.,
a Florida corporation
2090 Havendale Boulevard
Winter Haven, Florida 33881
FEI: 593516231
Document No.: P98000050207

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-02-02

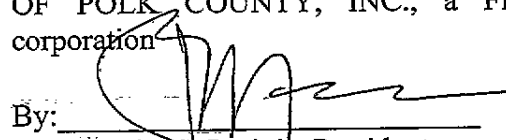
3. The Plan of Merger is attached hereto.
4. The merger shall become effective on the 1st day of October, 2002.
5. The Plan of Merger was adopted and approved by all of the directors and shareholders of the surviving corporation on the 25th day of September, 2002.
6. The Plan of Merger was adopted and approved by all of the directors and shareholders of the merging corporation on the 25th day of September, 2002.

RJR PARTNERS, INC., a Florida corporation

By: 
Rajinder S. Puri, its President

J:\Puri, Rajinder\Merger\Articles.Merger

AMERICAN HEALTH CARE CENTER OF
OF POLK COUNTY, INC., a Florida
corporation

By: 
Rajinder S. Puri, its President

PLAN OF MERGER

The following is a plan of merger dated this 25th day of September, 2002, which shall be effective as of the 1st day of October, 2002 (the "Effective Date") by and between AMERICAN HEALTH CARE CENTER OF POLK COUNTY, INC., a Florida corporation (the "Surviving Corporation") and RJR PARTNERS, Inc., a Florida corporation (the "Merging Corporation").

1. Merger. On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporations shall become a single corporation which shall be the Surviving Corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

2. Approval of Merger. The merger has been adopted and approved by all of the directors and shareholders of the Surviving Corporation. The merger has been adopted and approved by all of the directors and shareholders of the Merging Corporation.

3. Closing. The closing of this merger shall take place at the office of the counsel of the Surviving Corporation on the 25th day of September, 2002, or at such other place or at such other time as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of closing, the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger to be filed. The Merging Corporation and the Surviving Corporation shall each deliver to the other, a resolution of the Board of Directors and Shareholders of the delivering corporation, approving the merger. From time to time after the closing, the parties shall execute and deliver such other documents and take such other actions as may reasonably be required to accomplish the merger.

4. Shares of Stock. The manner and basis of converting the interests, shares, obligations or other securities of the Merging Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, 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, or other securities of the Surviving Corporation or another corporation or, in whole or in part, into cash or other property are as follows:

(a) Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon the receipt of the properly endorsed stock certificates representing the outstanding shares of the common stock of the Merging Corporation, shall issue stock certificates representing one (1) share of the fully paid and nonassessable common stock of the Surviving Corporation to Rajinder S. Puri.

(b) Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

(c) Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

5. Corporate Incidents.

(a) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

(b) Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the person(s) who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date. The Board of Directors shall hold office until their successors have been elected and qualified. The Officers of the Surviving Corporation shall consist of the following persons, who shall hold office until their successors have been elected and qualified:

<u>Name</u>	<u>Title</u>
Rajinder S. Puri	President

6. Purpose and Effect. The purpose and effect of this merger shall be the merger of the Merging Corporation into the Surviving Corporation, and the business of the merging Corporation shall be continued without interruption by the surviving Corporation. It is the intent of the parties that this merger shall be a tax-free corporate reorganization within the meaning of Section 368 of the Internal Revenue Code.

7. Representations and Warranties of the Merging Corporation. The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

8. Representations and Warranties of the Surviving Corporation. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

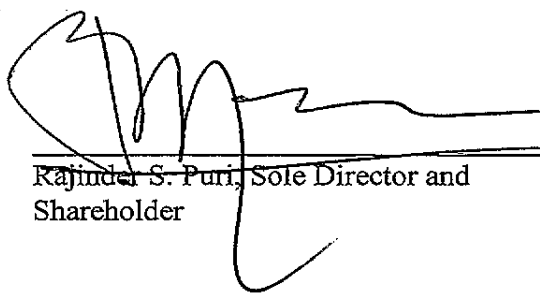
CORPORATE CONSENT RESOLUTION

The undersigned, being the sole director and shareholder of American Health Care Center of Polk County, Inc., a Florida corporation ("American Health Care"), hereby consents to the following actions by the corporation:

RESOLVED that American Health Care is authorized to merge with RJR Partners, Inc., a Florida corporation ("RJR"), as contemplated in the Plan of Merger dated the 25th day of September, 2002, attached hereto.

FURTHER RESOLVED that Rajinder S. Puri, as President of American Health Care Center of Polk County, Inc. is authorized to execute all necessary documents to effectuate the merger, but not limited to, including the issuance of American Health Care shares to the shareholders of RJR.

Dated: September 25, 2002.



Rajinder S. Puri, Sole Director and
Shareholder