

P99000025626



ACCOUNT NO. : 072100000032

REFERENCE : 070426 4330898

AUTHORIZATION : *Patricia King*

COST LIMIT : \$ 70.00

FILED  
01 MAR -9 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 8, 2001

ORDER TIME : 11:46 AM

ORDER NO. : 070426-005

CUSTOMER NO: 4330898

800003829018--7

CUSTOMER: Robert W. Anderson, Esq  
Lindabury, McCormick &  
53 Cardinal Drive  
P.O. Box 2369  
Westfield, NJ 07091

ARTICLES OF MERGER

ADVANCED PHYSICAL THERAPY OF  
NORTH FLORIDA, INC.

INTO

KESSLER REHABILITATION OF  
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133  
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR -9 PM 12:59  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

G. COULLETTE MAR 14 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ADVANCED PHYSICAL THERAPY OF NORTH FLORIDA, INC., a Florida  
corporation, P94000010396

INTO

KESSLER REHABILITATION OF FLORIDA, INC., a Florida entity,  
P99000025626.

File date: March 9, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 9, 2001

**RESUBMIT**

Please give original  
submission date as file date.

CSC  
ATTN: JEANINE  
TALLAHASSEE, FL

SUBJECT: KESSLER REHABILITATION OF FLORIDA, INC.  
Ref. Number: P99000025626

We have received your document for KESSLER REHABILITATION OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Where is the plan of merger? Please return these articles of merger with the plan so we can file this for you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 301A00014658

RECEIVED  
01 MAR 13 PM 4:02  
DIVISION OF CORPORATION

**ARTICLES OF MERGER**  
**OF**  
**KESSLER REHABILITATION OF FLORIDA, INC.**  
**(a Florida corporation)**

**AND**

**ADVANCED PHYSICAL THERAPY OF NORTH FLORIDA, INC.**  
**(a Florida corporation)**

**FILED**  
**01 MAR -9 PM 4:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**


Pursuant to the provisions of Section 6.07.1105, Florida Statutes, these Articles of Merger provide that:

1. Advanced Physical Therapy of North Florida, Inc., a Florida corporation ("APTN"), shall be merged with and into Kessler Rehabilitation of Florida, Inc., a Florida corporation ("Kessler"), which shall be the surviving corporation.
2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida (the "Effective time").
3. The Agreement and Plan of Merger dated March 2, 2001, pursuant to which APTN shall be merged with and into Kessler (the "Merger"), was unanimously adopted by the shareholders of Kessler by resolutions adopted on March 2, 2001, and by the shareholders of APTN by resolutions adopted March 2, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Kessler and APTN by their authorized officers as of March 2, 2001.

**KESSLER REHABILITATION OF FLORIDA, INC.**

By:   
Kenneth W. Aitchison, President

By:   
Mary Anne McDonald, Secretary

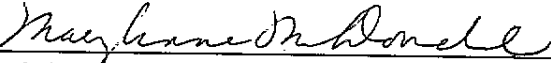
**ADVANCED PHYSICAL THERAPY OF  
NORTH FLORIDA, INC.**

By:



Kenneth W. Aitchison, President

By:



Mary Anne McDonald, Secretary

STATE OF NEW JERSEY  
COUNTY OF UNION

The foregoing instrument was acknowledged before me this 2nd day of March, 2001, by Kenneth W. Aitchison, as President of Kessler Rehabilitation of Florida, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:

Sign Sally S. Girdon

Print Sally S. Girdon

State of New Jersey at Large  
My Commission Expires: 9/19/04

**SALLY S. GIRDON**  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Sept. 19, 2004

STATE OF NEW JERSEY  
COUNTY OF UNION

The foregoing instrument was acknowledged before me this 2nd day of March, 2001, by Kenneth W. Aitchison, as President of Advanced Physical Therapy of North Florida, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:

Sign Sally S. Girdon

Print Sally S. Girdon

State of New Jersey at Large

My Commission Expires: 9/19/04

**SALLY S. GIRDON**  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Sept. 19, 2004

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**KESSLER REHABILITATION OF FLORIDA, INC.**  
(a Florida corporation)

**AND**

**ADVANCED PHYSICAL THERAPY OF NORTH FLORIDA, INC.**  
(a Florida corporation)

Agreement and Plan of Merger dated March 2, 2001 between Kessler Rehabilitation of Florida, Inc., a Florida corporation ("Kessler") and Advanced Physical Therapy of North Florida, Inc., a Florida corporation ("APTN").

**AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), APTN shall be merged with and into Kessler (the "Merger"), the separate and corporate existence of APTN shall cease, and Kessler (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (Kessler and APTN are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.



4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of APTN shall be cancelled without payment of any consideration and without any conversion; and

(b) each issued and outstanding share of capital stock of Kessler shall remain issued and outstanding.

6. The Articles of Incorporation of Kessler in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

Attested by:

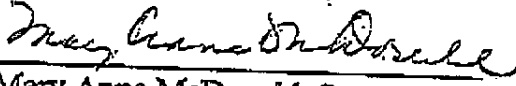
**KESSLER REHABILITATION OF  
FLORIDA, INC.**

  
Mary Anne McDonald, Secretary

By:   
Kenneth W. Aitchison, President

Attested by:

**ADVANCED PHYSICAL THERAPY OF  
NORTH FLORIDA, INC.**

  
Mary Anne McDonald, Secretary

By:   
Kenneth W. Aitchison, President