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PAT GUERNSEY, CPA

PAT GUERNSEY ACCOUNTING SERVICES, INC. Member American Society of Accountants

P. O. BOX 195549 WINTER SPRINGS, FL 32719-5549 PHONE (407) 365-2936 FAX (407) 365-1669

July 10, 2005

Amendment Section Florida Division of Corporations P. O. BOX 6327 Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed for filing are two executed copies of the Articles and Plan of Merger for:

TLC Medical Inc. into Conservcare, Inc.

Please approve and file document. Return correspondence and certified copy to:

Pat Guernsey, CPA P. O. Box 195549 Winter Springs, FL 32719-5549

For any further information contact the person named on the letterhead.

Please return one certified copy. A check for filing fee of \$43.75 is enclosed to cover the filing charge and one certified copy.

Sincerely,

Pat Guernsey

Certified Public Accountant

ARTICLES OF MERGER

(Profit Corporation)

TLC MEDICAL, INC.	FLORIDA	P93000061785				
Name	Jurisdiction	Document Number				
Second: The name and jurisdiction of the merging corporation:						
CONSERVCARE, INC.	FLORIDA	S36856	OF ST/	th 143	C	
Name	Jurisdiction	Document Number	SSET SSET	<u> </u>		
First: The name and jurisdiction of the <u>surviving</u> corporation:			CRET	AUG	T	
Corporations Act pursuant to section 607.1105, F.S.			33.4	05		
The following articles of merger are submitted in accordance with Florida Business						

Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on **June 1, 2004.**

Sixth: Adoption of Merger by the merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on **June 1, 2004.**

Seventh: SIGNATURES OF EACH CORPORATION:

Name of Corporation	Signature	Print Name & Title
Conserveare, Inc.	x 9	Michele Lester, President
TLC Medical, Inc.	x S	Michele Lester, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101.F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the <u>surviving</u> corporation:

Name Jurisdiction

CONSERVCARE, INC.

FLORIDA

Second: The name and jurisdiction of the <u>merging</u> corporation:

<u>Name</u> <u>Jurisdiction</u>

TLC MEDICAL, INC.

FLORIDA

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

All assets, liabilities, and operations of TLC Medical, Inc. will be transferred and merged into Conservcare, Inc. Conservcare, Inc. will resume the same operations under its own roof. However, the debt that TLC Medical, Inc. owes Conservcare, Inc. is eliminated in the merger as required under the tax free Type A reorganization under IRS Code Section 368(a)(1)(A).

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, 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 or any other corporation or, in whole or in part, into cash or other property are as follows:

Each common share of TLC Medical, Inc. is to be cancelled and each shareholder of TLC Medical, Inc. is to receive one common share of Conserveare, Inc. in exchange, thereby retaining their prorated shares with all the rights attached. This merger is to be effected under State laws, and will qualify as a valid reorganization under IRS Code Section 368(a)(1)(A).

TLC, Medical Inc. is an S-corporation and Conserveare, Inc. is a C corporation under the IRS code. The merger is deemed to not terminate the S corporation election of TLC Medical, Inc. in its final year. The shareholder in each corporation is the same, therefore the stock percentage of the shareholder remains the same both before and after the merger. Conserveare, Inc. will accede the tax attributes of TLC, Medical Inc. which had net operating loss carryovers for its prior C corporation years.

This plan of merger was agreed upon to set in motion on June 1', 2004:

Michele Lester, Sole Shareholder

Conserveare, Inc.

Michele Lester, Sole Shareholder

TLC Medical, Inc.