

536856

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mercer

• **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)

The following articles of merger are submitted in accordance with Florida Business Corporations Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number
CONSERVCARE, INC.	FLORIDA	S36856

Second: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
TLC MEDICAL, INC.	FLORIDA	P93000061785

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.**

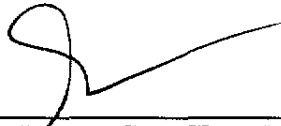
Seventh: SIGNATURES OF EACH CORPORATION:

Name of Corporation	Signature	Print Name & Title
Conservcare, Inc.	X 	Michele Lester, President
TLC Medical, Inc.	X 	Michele Lester, President

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TLC, Medical Inc. is an S-corporation and Conservcare, 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. Conservcare, 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 1st, 2004:



**Michele Lester, Sole Shareholder
Conservcare, Inc.**



**Michele Lester, Sole Shareholder
TLC Medical, Inc.**