



THE UNITED STATES  
CORPORATION  
COMPANY

S84413

ACCOUNT NO. : 072100000032

REFERENCE : 669442 8374A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 122.50

ORDER DATE : January 14, 1998

ORDER TIME : 4:20 PM

ORDER NO. : 669442-005

CUSTOMER NO: 8374A

000002400850--0

CUSTOMER: Laz L. Schneider, Esq  
Berger Davis & Singerman  
100 Northeast Third Avenue  
Suite #400  
Ft. Lauderdale, FL 33301

ARTICLES OF MERGER

FIRST QUALITY REHABILITATION  
OF PALM BEACH, INC.

INTO

FIRST QUALITY REHABILITATION  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

Acknowledgement

W.P. Verifier

EXAMINER'S INITIALS:

FILED  
98 JAN 15 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JAN 15 AM 8:21  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida  
corporation P96000050395

INTO

FIRST QUALITY REHABILITATION INC., a Florida corporation, S84413

File date: January 15, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

**Berger  
Davis &  
Singer**  
*man*  
*Professional Association*

100 N.E. Third Avenue Suite 400  
Fort Lauderdale, Florida 33301  
Phone: 954.525.9900  
Fax: 954.523.2872

Laz L. Schneider  
954.627.9909  
email at:  
lschneider@bdsllaw.com

January 13, 1998

Secretary of State  
State of Florida  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of First Quality Rehabilitation of Palm Beach,  
Inc., a Florida Corporation, Into First Quality  
Rehabilitation, Inc., a Florida Corporation

Gentlemen:

Enclosed herewith are executed Articles of Merger and Plan of  
Merger of First Quality Rehabilitation of Palm Beach, Inc. into  
First Quality Rehabilitation, Inc.

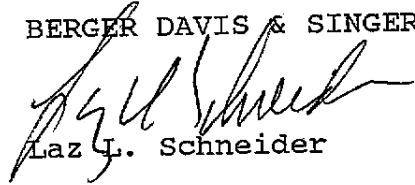
Please file the Articles of Merger and Plan of Merger and  
return to the undersigned one (1) certified copy.

Also enclosed is a check in the amount of \$122.50 representing  
the \$70.00 filing fee for the merger and \$52.50 for one (1)  
certified copy of the Articles of Merger and Plan of Merger.

Please telephone the undersigned if there are any questions.

Very truly yours,

BERGER DAVIS & SINGERMAN

  
Laz L. Schneider

LLS:mw  
Enclosures

FILED  
98 JAN 15 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF  
FIRST QUALITY REHABILITATION OF PALM BEACH, INC.  
WITH AND INTO  
FIRST QUALITY REHABILITATION, INC.**

Under Section 607.1105 of the Florida Business Corporation Act.

The merger of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida corporation, with and into FIRST QUALITY REHABILITATION, INC., a Florida corporation, is hereby effected in compliance with Section 607.1105 of the Florida Business Corporation Act:

1. The names of the constituent corporations now and under which each was formed is as follows:

FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a  
Florida corporation

and

FIRST QUALITY REHABILITATION, INC., a Florida  
corporation, the surviving corporation.

2. (a) FIRST QUALITY REHABILITATION OF PALM BEACH, INC. has 1,500 shares of Common Stock, par value \$1.00, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

(b) FIRST QUALITY REHABILITATION, INC. has 20 shares of Common Stock, par value \$5.00 per share, issued and entitled to vote; there is no other class of capital stock; the number of shares of Common Stock is not subject to change prior to the effective date of the merger.

3. (a) The merger was authorized by the Board of Directors of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. by unanimous action on December 31, 1997 pursuant to Section 607.0821 of the Florida Business Corporation Act and approved by the holders of all of the issued and outstanding shares of Common Stock by Consent of Shareholders without a meeting as provided by Section 697.0704, Florida Statutes on December 31, 1997 by a vote of 1,500 FOR and 0 OPPOSED.

(b) The merger was authorized by the Board of Directors of FIRST QUALITY REHABILITATION, INC. by unanimous action on December 31, 1997 pursuant to Section 607.0821 of the Florida Business Corporation Act and was unanimously approved by the

holders of all of the issued and outstanding shares of Common Stock by Consent of the Shareholders without a meeting as provided by Section 607.0704, Florida Statutes on December 31, 1997 by a vote of 20 FOR and 0 AGAINST.

4. The merger is permitted by Section 607.1105 of the Florida Business Corporation Act, and such merger is in compliance with said Section 607.1105.

5. The merger shall be effective January 1, 1998.

6. (a) After effectiveness, the shareholders of FIRST QUALITY REHABILITATION, INC., a Florida corporation, shall remain shareholders of the surviving corporation and shall retain the 20 issued and outstanding shares of Common Stock of FIRST QUALITY REHABILITATION, INC. held immediately prior to the effectiveness of the Articles of Merger.

(b) All outstanding shares of capital stock of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., shall upon effectiveness of the Articles of Merger, be exchanged for shares of Common Stock of FIRST QUALITY REHABILITATION, INC. on the basis of one (1) share of Common Stock of FIRST QUALITY REHABILITATION, INC. for each one (1) share of Common Stock of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. held prior to the Merger. No fractional shares shall be issued. Any holder of fractional interests shall be paid in cash the fair value of any fractional interest.

7. FIRST QUALITY REHABILITATION, INC. agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., previously amendable to suit in the State of Florida, and for the enforcement under the Business Corporation Act, of the right of shareholders to receive payment for any fractional shares.

8. FIRST QUALITY REHABILITATION, INC. agrees that it will promptly pay to any shareholders the amount to which they shall be entitled under the provisions of the Florida Business Corporation Act relating to the right of shareholders to receive payment for their shares.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and Secretary as of the 31st day of December, 1997.

Witnesses:

FIRST QUALITY REHABILITATION  
OF PALM BEACH, INC.  
a Florida corporation

By: \_\_\_\_\_

*John F. Maloney II*  
John F. Maloney, II  
President

ATTEST: \_\_\_\_\_

*Victor J. Zarrilli*  
Victor J. Zarrilli, Secretary

FIRST QUALITY REHABILITATION,  
INC.,  
a Florida corporation

By: \_\_\_\_\_

*John F. Maloney II*  
John F. Maloney, II,  
President

ATTEST: \_\_\_\_\_

*Victor J. Zarrilli*  
Victor J. Zarrilli, Secretary

STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of December, 1997 by John F. Maloney, II, the President and Victor J. Zarrilli the Secretary of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

My Commission Expires:

(SEAL)

STATE OF FLORIDA            )  
                              ) SS:  
COUNTY OF BROWARD         )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of December, 1997 by John F. Maloney, II, the President and Victor J. Zarrilli, Secretary of FIRST QUALITY REHABILITATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Sign:\_\_\_\_\_

Print:\_\_\_\_\_

My Commission Expires:

(SEAL)

EXHIBIT "A"  
TO ARTICLES OF MERGER  
PLAN OF MERGER

Pursuant to Chapter 607, Florida Statutes, this Plan of Merger, dated as of the 31st day of December, 1997 ("Plan"), is made and entered into by and between FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida corporation (hereinafter, sometimes "Merged Corporation"), and FIRST QUALITY REHABILITATION, INC., a Florida corporation (hereinafter, sometimes "Surviving Corporation"). (Hereinafter, FIRST QUALITY REHABILITATION OF PALM BEACH, INC., and FIRST QUALITY REHABILITATION, INC. shall sometimes be referred to collectively as the "Constituent Corporations.")

W I T N E S S E T H:

WHEREAS, FIRST QUALITY REHABILITATION OF PALM BEACH, INC. is duly organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation originally filed with the offices of the Secretary of State of the State of Florida on June 10, 1996; and

WHEREAS, FIRST QUALITY REHABILITATION, INC. is duly organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation originally filed with the offices of the Secretary of State of the State of Florida on October 1, 1991; and

WHEREAS, the Shareholders and Boards of Directors of each of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., and FIRST QUALITY REHABILITATION, INC. have voted in favor of this Plan of Merger and have authorized the filing with the Secretary of State of the State of Florida of (i) Articles of Merger between FIRST QUALITY REHABILITATION OF PALM BEACH, INC., and FIRST QUALITY REHABILITATION, INC., whereby FIRST QUALITY REHABILITATION OF PALM BEACH, INC. will merge with and into FIRST QUALITY REHABILITATION, INC. (hereinafter, "Merger"), and (ii) this Plan of Merger.

NOW, THEREFORE, the parties to this Plan, in consideration of the terms and conditions herein set forth and the mutual covenants herein contained, have agreed and do hereby agree, each with the other, that FIRST QUALITY REHABILITATION OF PALM BEACH, INC. be merged with and into FIRST QUALITY REHABILITATION, INC. pursuant to authority granted by Section 607.1105 of the Florida General Corporation Act, and do hereby agree upon and describe the terms and conditions of the merger and the mode of carrying the same into effect and hereby state that such other facts as required or permitted by the Articles of Incorporation to be set forth in the case of a merger, and the manner of converting the shares of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. being merged with and into FIRST QUALITY REHABILITATION, INC., shall be as follows:



ARTICLE I  
NAMES OF PARTIES TO MERGER

The names of the corporations which are parties to this merger are: FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida corporation, and FIRST QUALITY REHABILITATION, INC., a Florida corporation.

ARTICLE II  
SURVIVING CORPORATION

FIRST QUALITY REHABILITATION, INC., a Florida corporation, with principal offices located at 8751 West Broward Boulevard, Suite 100, Plantation, Florida 33324, shall be the corporation which shall survive this merger ("Surviving Corporation").

ARTICLE III  
ARTICLES OF SURVIVING CORPORATION

The Certificate of Incorporation of FIRST QUALITY REHABILITATION, INC. shall be the Certificate of Incorporation of the Surviving Corporation.

There shall be no changes to the Articles of Incorporation of the Surviving Corporation as the result of this merger.

ARTICLE IV  
SHARES OUTSTANDING

The number of authorized and outstanding shares of capital stock of the parties to this Plan of Merger are:

FIRST QUALITY REHABILITATION OF PALM BEACH, INC., a Florida corporation:

3,000 shares of common stock, par value \$1.00, are authorized, of which 1,500 shares are issued and outstanding;

FIRST QUALITY REHABILITATION, INC., a Florida corporation:

100 shares of common stock, par value \$5.00 per share, are authorized, of which 20 shares are issued and outstanding.

ARTICLE V  
CONVERSION AND EXCHANGE OF SHARES

The manner of converting or exchanging the shares of common stock of each of the corporations which are party hereto shall be as follows:

1. The twenty (20) issued and outstanding share of Common Stock, par value \$5.00 per share, of FIRST QUALITY REHABILITATION, INC. shall remain issued and outstanding.

2. Twenty (20) shares of Common Stock of FIRST QUALITY REHABILITATION, INC. shall be issued in exchange for and in cancellation of One Thousand Five Hundred (1,500) shares of Common Stock of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. issued and outstanding immediately prior to the effectiveness of the merger.

3. All stock certificates representing issued and outstanding shares of the Common Stock of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. shall, upon the effectiveness of this merger, be cancelled, and shall be null and void.

#### ARTICLE VI FILING OF ARTICLES OF MERGER AND PLAN OF MERGER

The proper officers of FIRST QUALITY REHABILITATION, INC. are directed to cause a copy of the Articles of Merger and the Plan of Merger, certified by the Secretary of State of the State of Florida, to be filed in the office of the Recording Officer of the county in the State of Florida in which real property is owned by FIRST QUALITY REHABILITATION OF PALM BEACH, INC. or FIRST QUALITY REHABILITATION, INC.

#### ARTICLE VII ADDITIONAL TERMS AND CONDITIONS

Additional terms and conditions of the Merger are as follows:

The Bylaws of FIRST QUALITY REHABILITATION, INC. as in effect as of the date of this Plan shall remain and be the Bylaws of the Surviving Corporation until the same shall have been altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Florida.

The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of this merger shall be the annual meeting provided by the Bylaws of FIRST QUALITY REHABILITATION, INC.

The first meeting of the Board of Directors of FIRST QUALITY REHABILITATION, INC. shall be held as soon as practicable after the date on which the Merger shall become effective and may be called in the manner provided by the Bylaws of FIRST QUALITY REHABILITATION, INC. for the calling of special meetings of the Board of Directors and may be held at the time and place specified in the notice of the meeting.

All persons who, on the date when the Merger shall become effective, shall be the executive or administrative officers of FIRST QUALITY REHABILITATION, INC. shall be and remain officers of the Surviving Corporation until the Board of Directors of FIRST QUALITY REHABILITATION, INC. shall elect their respective successors.

The Surviving Corporation shall pay all expenses of carrying this Plan into effect and of accomplishing this Merger.

#### Procedure for Approval of Merger

The members of the Boards of Directors of the Constituent Corporations shall execute Consents in Lieu of Meeting of the Board of Directors authorizing this Plan of Merger and the actions to be taken pursuant hereto.

The Shareholders of FIRST QUALITY REHABILITATION, INC. and FIRST QUALITY REHABILITATION OF PALM BEACH, INC. shall execute Consents in Lieu of Meeting of Shareholders authorizing this Plan of Merger and the actions to be taken pursuant hereto.

When the merger shall become effective, the separate existence of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. shall cease and said corporation shall be merged with and into FIRST QUALITY REHABILITATION, INC. FIRST QUALITY REHABILITATION, INC. shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of all corporations party to this Plan, and all and singular, the rights, privileges, powers and franchises of said corporation and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as all choses in action belonging to each such corporation, shall be vested in FIRST QUALITY REHABILITATION, INC., and all property, rights, and privileges, powers and franchises and all and every other interest shall be thereafter the property of FIRST QUALITY REHABILITATION, INC. as it was of each Constituent Corporation, and the title to any real estate or personal property, whether by deed or otherwise, vested in said corporations parties hereto, shall not revert or be in any way impaired by reasons of this merger, provided that all rights of creditors and all liens upon the property of said corporations parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. shall thenceforth attach to FIRST QUALITY REHABILITATION, INC., and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time FIRST QUALITY REHABILITATION, INC. shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in FIRST QUALITY REHABILITATION, INC., according to the terms thereof, the title to any property or rights of FIRST QUALITY REHABILITATION OF

PALM BEACH, INC. the proper officers and directors of FIRST QUALITY REHABILITATION OF PALM BEACH, INC., shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in FIRST QUALITY REHABILITATION, INC., and otherwise to carry out the purposes and these Articles and Plan of Merger.

ARTICLES VIII  
EFFECTIVE DATE

Upon the effective date of January 1, 1998, and the filing of such documents as shall be required for accomplishing the merger under the laws of the State of Florida, the separate corporate existence of FIRST QUALITY REHABILITATION OF PALM BEACH, INC. shall cease and it shall be merged with and into FIRST QUALITY REHABILITATION, INC. in accordance with the provisions of this Plan.

ARTICLE IX  
SERVICE OF PROCESS

FIRST QUALITY REHABILITATION, INC. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of FIRST QUALITY REHABILITATION OF PALM BEACH, INC.

IN WITNESS WHEREOF, the undersigned President and Secretary of each of the corporations party to these Articles and Plan of Merger, on behalf of their respective corporations, do hereby affix their respective corporate seals to be affixed the day and year first above written.

Witnesses:

FIRST QUALITY REHABILITATION OF  
PALM BEACH, INC.  
a Florida corporation

By: \_\_\_\_\_

John F. Maloney, II  
President

ATTEST:

Victor J. Zarrilli  
Victor J. Zarrilli, Secretary

FIRST QUALITY REHABILITATION  
INC.,  
a Florida corporation

By: John F. Maloney II

John F. Maloney, II  
President

ATTEST: Victor J. Zarrilli

Victor J. Zarrilli, Secretary

STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this \_\_\_\_  
day of December, 1997 by JOHN F. MALONEY, II, the President and  
VICTOR J. ZARRILLI, Secretary of FIRST QUALITY REHABILITATION OF  
PALM BEACH, INC., a Florida corporation, on behalf of the  
corporation, who is personally known to me or who has produced \_\_\_\_  
as identification.

NOTARY PUBLIC

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

My Commission Expires:

(SEAL)

STATE OF FLORIDA        )  
                              ) SS:  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of December, 1997 by JOHN F. MALONEY, II, the President and VICTOR J. ZARRILLI, Secretary of FIRST QUALITY REHABILITATION, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

My Commission Expires:

(SEAL)