

# V30979

CT CORPORATION SYSTEM

CORPORATION(S) NAME

ECC of Orlando, Inc. & ECC-SPV, Inc. Merged into: ECC Management Services, Inc.

500003653935--6

-02/06/01--01062--010

\*\*\*\*\*35.00 \*\*\*\*\*35.00

500003653935--6

-02/06/01--01062--009

\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Merger*

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
01 FEB 13 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

1/19/01

2/4/01

Order#: 3518294

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 FEB -6 AM 11:04  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

*100789, 00572, 02209, 00624, 00672*  
*DR*  
*2/14/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ECC OF ORLANDO, INC., a Florida corporation V30979  
ECC-SPV, INC., a Delaware corporation not authorized to transact business in  
Florida

INTO

**ECC MANAGEMENT SERVICES, INC.**, a Delaware corporation not qualified in  
Florida.

File date: February 13, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 6, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: ECC OF ORLANDO, INC.  
Ref. Number: V30979

We have received your document for ECC OF ORLANDO, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$900.00.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 001A00007266

2/13/01

File 2nd

RECEIVED  
01 FEB 13 AM 11:24  
DIVISION OF CORPORATION

FILED  
01 FEB 13 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
(Profit Corporation)

The following articles of merger are submitted in accordance with Sections 607.1105, 607.1109 and 608.4382 of the 1989 Business Corporation Act of Florida (the "FBCA").

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

Name	Address	Jurisdiction	Entity Type
ECC Management Services, Inc.	690 Stockton Dr. Suite 200 Exton, PA 19341	Delaware	Corporation

**SECOND:** The name and jurisdiction of each merging corporation is:

Name	Address	Jurisdiction	Entity Type
ECC of Orlando, Inc.	690 Stockton Dr. Suite 200 Exton, PA 19341	Florida	Corporation
ECC-SPV, Inc.	690 Stockton Dr. Suite 200 Exton, PA 19341	Delaware	Corporation

**THIRD:** The Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** The Plan of Merger was adopted by the board of directors of the Surviving Corporation on January 17<sup>th</sup>, 2001. Shareholder approval of the Plan of Merger is not required by the FBCA.

**FIFTH:** If not incorporated, organized or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, ECC Management Services, Inc., ECC of Orlando, Inc. and ECC-SPV, Inc. have caused this Certificate of Merger to be signed by their Presidents as of this 17<sup>th</sup> day of January, 2001.

ECC MANAGEMENT SERVICES, INC.

By: Robert C. Mauch  
Name: Robert C. Mauch  
Title: President

ECC OF ORLANDO, INC.

By: Robert C. Mauch  
Name: Robert C. Mauch  
Title: President

ECC-SPV, INC.

By: Robert C. Mauch  
Name: Robert C. Mauch  
Title: President

**Exhibit A**

**Plan of Merger**

**PLAN OF MERGER**

**merging**

**ECC of Orlando, Inc.  
(a Florida corporation)**

**and**

**ECC-SPV, Inc.  
(a Delaware corporation)**

**with and into**

**ECC Management Services, Inc.  
(a Delaware corporation)**

**RECITALS**

WHEREAS, ECC of Orlando, Inc. is a corporation organized under the laws of the State of Florida;

WHEREAS, ECC-SPV, Inc. (together with ECC of Orlando, Inc. the "Merging Corporations") is a corporation organized under the laws of the State of Delaware;

WHEREAS, ECC Management Services, Inc. (the "Surviving Corporation") is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware;

WHEREAS, the Merging Corporations are wholly-owned subsidiaries of the Surviving Corporation.

WHEREAS, the Board of Directors of the Surviving Corporation has adopted resolutions approving this Plan of Merger in accordance with applicable provisions of the 1989 Business Corporation Act of the State of Florida (the "FBCA");

NOW, THEREFORE, the Surviving Corporation hereby adopts the following Plan of Merger (the "Plan"):



## ARTICLE I

### GENERAL

1.01. The Merger. The Merging Corporations and the Surviving Corporation shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan. At the Effective Time (as defined in Section 1.02 hereof), the Merging Corporations shall be merged with and into the Surviving Corporation, and the separate existence of the Merging Corporations, except insofar as it may be continued by law, shall cease.

1.02. Effectiveness. The Certificate of Merger, the Articles of Merger, the Plan and such other documents and instruments as are required by, and complying in all respects with, the Delaware General Corporation Law and the FBCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon such filings (the "Effective Time").

1.03. Further Assurances. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merging Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, the Merging Corporations and their proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

1.04. Amendment. This Plan may be amended, modified or supplemented by resolution of the board of directors of the Surviving Corporation, at any time on or before filing of the Articles of Merger embodying the Plan in the Department of State of the Commonwealth of Pennsylvania.

1.05. Termination. Notwithstanding shareholder approval of this Plan, this Plan may be terminated on or before the Effective Time by agreement of the board of directors of the Surviving Corporation.

## ARTICLE II

### Capital Stock

2.01. Common Stock of the Merging Corporations. At the Effective Time, each share of Common Stock of the Merging Corporations issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist.

2.02. Surviving Corporation Common Stock. Each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as a share of Common Stock of the Surviving Corporation.

## ARTICLE III

### Miscellaneous Provisions

3.01. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and may be changed after the Effective Time in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

3.02. Directors and Officers. The directors and officers of the Surviving Corporation shall be unaffected by the Merger and each such director and officer shall hold office until the expiration of his or her term of office or earlier death, resignation or removal in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.