

F 78000000161

ACCOUNT NO. : 072100000032  
REFERENCE : 076976 4350571  
AUTHORIZATION : *Patricia Pigute*  
COST LIMIT : \$ 70.00

FILED  
98 DEC 28 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1998  
ORDER TIME : 1:10 PM  
ORDER NO. : 076976-015  
CUSTOMER NO: 4350571

100002723681--8

CUSTOMER: Joanne M. Sarubbi, Esq  
Bendit Weinstock  
80 Main Street  
West Orange, NJ 07052

ARTICLES OF MERGER

EFFECTIVE DATE OF DECEMBER 31, 1998

BYRAM-SOUTHEAST HEALTHCARE  
CENTERS, INC.

EFFECTIVE DATE

12-31-98

INTO

BYRAM HEALTHCARE CENTERS, INC.

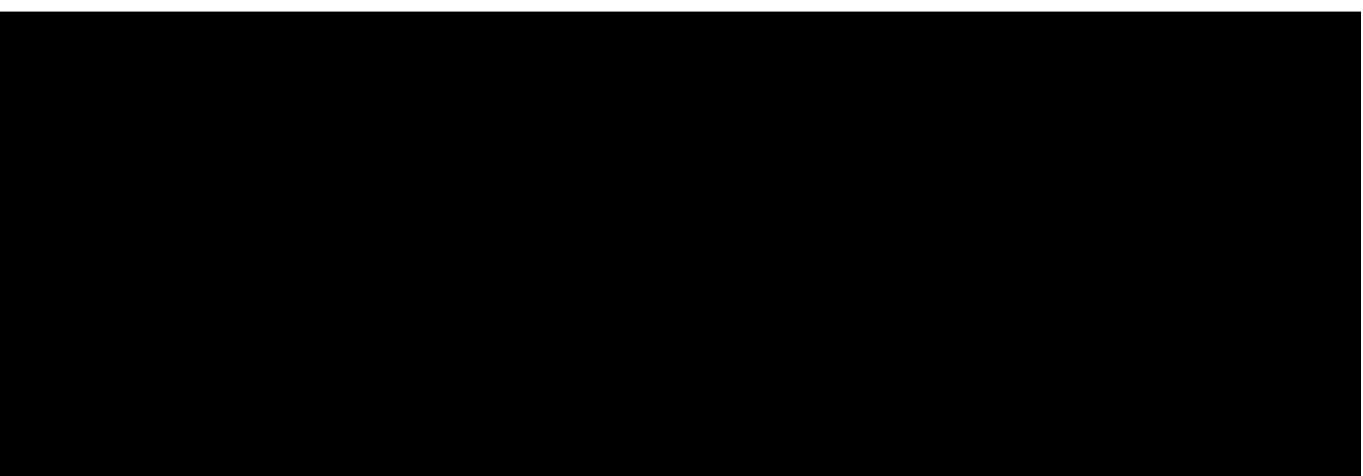
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: *CC*

DEC 28 PM 2:42  
DIVISION OF CONSUMER PROTECTION



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC., a Georgia corporaiton,  
F96000000798

into

BYRAM HEALTHCARE CENTERS, INC., a New Jersey corporation  
F98000006969

File date: December 28, 1998 , effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER  
OF  
BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.,  
a Georgia corporation  
INTO  
BYRAM HEALTHCARE CENTERS, INC.,  
A New Jersey corporation

FILED  
98 DEC 28 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger:


1. Annexed hereto and made a part hereof is the Plan of Merger for merging Byram-Southeast Healthcare Centers, Inc. ("Byram-SE") into Byram Healthcare Centers, Inc. ("Byram") as approved by the Board of Directors of Byram-SE on July 1, 1998 and adopted at a meeting of Board of Directors of Byram on July 1, 1998.
2. The merger of Byram-SE with and into Byram is permitted by the laws of the jurisdiction of organization of Byram and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Byram was July 1, 1998.
3. Shareholder approval was not required for the merger.

EFFECTIVE DATE  
12-31-98

4. The Merger shall be effective on December 31, 1998.

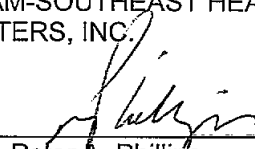
IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed and sealed this 21 day of December, 1998.

ATTEST:


  
\_\_\_\_\_  
Lawrence E. Janes  
Secretary

BYRAM-SOUTHEAST HEALTHCARE  
CENTERS, INC.

BY:

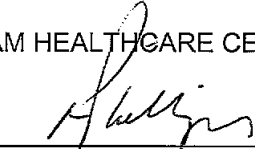
  
\_\_\_\_\_  
Peter A. Phillips  
President

ATTEST:

  
\_\_\_\_\_  
Lawrence E. Janes  
Secretary

BYRAM HEALTHCARE CENTERS, INC.

BY:

  
\_\_\_\_\_  
Peter A. Phillips  
President

## AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger made and entered into as of this 1st day of July, 1998, by and between **BYRAM HEALTHCARE CENTERS, INC.**, a corporation organized and existing under the laws of the State of New Jersey (herein the "Surviving Corporation") and **BYRAM-SOUTHEAST HEALTHCARE CENTERS, INC.**, a corporation organized and existing under the laws of the State of Georgia (herein the "Merging Corporation").

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merging Corporation deem it advisable, advantageous, and beneficial, and to the best interest and welfare of the corporations, that the Merging Corporation be merged into the Surviving Corporation, which shall be the corporation that survives the merger, pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act, N.J.S.A. 14A:10-1 et seq., and specifically pursuant to Section 14A:10-6 thereof; and

WHEREAS, the Surviving Corporation is the a subsidiary of the Merging Corporation; and

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants, grants and provisions herein contained, it is hereby agreed by and among the parties hereto that the Merging Corporation shall be and are hereby merged into the Surviving Corporation and the Surviving Corporation shall and does hereby merge the Merging Corporation into the Surviving Corporation, and the parties hereto by these presents agree upon and prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

## **ARTICLE ONE**

The Merging Corporation shall be and hereby is merged into the Surviving Corporation, which shall survive the merger and shall be governed by the laws of the State of New Jersey.

## **ARTICLE TWO**

The merger shall become effective when this Agreement and Plan of Merger has been approved by the Board of Directors of the Surviving Corporation and the Merging Corporation pursuant to the provisions of New Jersey Business Corporation Act and thereafter filed with a Certificate of Merger in the Office of the Secretary of State of New Jersey pursuant to Section 14A:10-4.1 of said Act. The time when such merger shall become effective is herein sometimes referred to as the "effective date of the merger."

The terms and conditions of the merger are as follows:

1. Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights, and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of the Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate corporate existence of the Merging Corporation, except insofar as the same may be continued by statute, shall cease upon the effective date of the merger.

2. The certificate of incorporation of the Surviving Corporation shall remain and be the certificate of incorporation of the corporation that survives the merger, until the same shall be altered or amended according to the provisions thereof. Nothing

herein contained shall be deemed to prevent an amendment of the certificate of incorporation of the Surviving Corporation between the date of this Agreement and the effective date of the merger, and in the event of any such amendment, the certificate of incorporation of the Surviving Corporation as so amended shall be the certificate of incorporation of the corporation that survives the merger.

3. The bylaws of the Surviving Corporation, as now in effect or as hereafter amended, shall remain and be the bylaws of the corporation that survives the merger, until the same shall be altered or amended according to the provisions thereof.

4. The Surviving Corporation shall pay all expenses properly attributable to the several merging corporations in carrying the merger into effect.

5. Upon the merger's becoming effective, all rights, privileges, powers, franchises, and interests of any of the merging corporations, both of a public and private nature, all of the property, real, personal, and mixed, all debts due on whatever account to any of them, as well as for stock subscriptions as all other things in action, or belonging to the Merging Corporation, and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Corporation, without further act or deed, as effectually as they were vested in the Merging Corporation; and all claims, demands, property, and every other interest shall be as effectually the property of the Surviving Corporation as they were of the Merging Corporation; the title to any real estate, vested in any of the Merging Corporation by deed or otherwise, shall not revert or be in any way impaired by reason of the merger; all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities, restrictions, and duties of the Merging Corporation shall thenceforth attach to the Surviving

Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

6. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, in the Surviving Corporation, according to the terms of this Agreement of Merger, the title to any property or rights of either of the Merging Corporation acquired or to be acquired by reason of, or as a result of, the merger provided by this Agreement and Plan of Merger, the respective Merging Corporation, and its proper officers and directors, shall and will execute and deliver all such proper deeds, assignments, and assurances in law and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Corporation or otherwise to carry out the purposes of this Agreement and Plan of Merger, and the proper officers and directors of each of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the respective Merging Corporation to take any and all such action.

#### **ARTICLE THREE**

The name of the Surviving Corporation following the effective date of the merger shall be **BYRAM HEALTHCARE CENTERS, INC.**

#### **ARTICLE FOUR**

The following person shall constitute the first Board of Directors of the Surviving Corporation following the effective date of the merger:

Peter A. Phillips  
Lawrence E. Janes



They shall hold office until his successor shall have been elected and qualified according to law and the bylaws of the Surviving Corporation.

1. The following persons shall be the first officers of the Surviving Corporation following the effective date of the merger:

| <u>Office</u>  | <u>Name</u>       |
|----------------|-------------------|
| President      | Peter A. Phillips |
| Vice President | Lawrence E. Janes |
| Treasurer      | Lawrence E. Janes |
| Secretary      | Lawrence E. Janes |

They shall hold office until their successors shall have been elected and qualified according to law and the bylaws of the Surviving Corporation.

2. If, on the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified, such vacancy shall thereafter be filled in the manner provided by law and in the bylaws of the Surviving Corporation.

#### **ARTICLE FIVE**

The manner of carrying the merger into effect and of cancelling the shares of the Merging Corporation shall be as follows:

1. As soon as practicable after the effective date of the merger, the stock certificates representing the shares of capital stock of the Merging Corporation issued and outstanding on the effective date of the merger shall be surrendered to the Surviving Corporation for cancellation on the respective stock records of the Merging Corporation.

**ARTICLE SIX**

This Agreement shall constitute the plan of merger of the Merging Corporation and shall be submitted to the Boards of Directors and the shareholders of the several corporations for adoption and approval pursuant to the terms of Chapter 10 of the New Jersey Business Corporation Act, and in particular pursuant to the terms of Sections 14A:10-1 and 14A:10-3 thereof.

**ARTICLE SEVEN**

The Surviving Corporation shall have the right to amend, alter, or repeal any provision contained in this Agreement and Plan of Merger which might be contained in an original or amended certificate of incorporation, in the manner now or hereafter prescribed by the statutes of the State of New Jersey.

IN WITNESS WHEREOF, the said corporations have caused their respective seals to be hereunto affixed and these presents to be signed by their respective Presidents and attested by their respective Secretaries, all as of the day and year first above written.

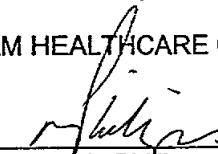
ATTEST:



Lawrence E. Janes  
Secretary

BYRAM HEALTHCARE CENTERS, INC.

BY:

  
Peter A. Phillips  
President

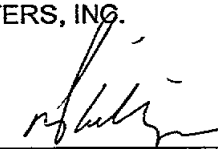
ATTEST:



Lawrence E. Janes  
Secretary

BYRAM-SOUTHEAST HEALTHCARE  
CENTERS, INC.

BY:

  
Peter A. Phillips  
President