

SECRETARY OF STATE



20030820000549920 Pg 1/6 25.00  
Shelby Cnty Judge of Probate, AL  
08/20/2003 10:41:00 FILED/CERTIFIED

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
DOMESTIC PARENT ENTITY

Pursuant to the provisions of § 10-2B-11.05 of the Code of Alabama 1975, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving entity:

FIRST: The Joint Plan of Merger and Agreement of Merger attached hereto as "Exhibit A" was approved by the officer/manager of the undersigned, as the surviving entity, in the manner prescribed by the Alabama Business Corporation Act.

SECOND: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving entity are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation Of Class</u>	<u>Number of Shares Owned By Surviving Corporation</u>
Armitage Rehabilitation, Inc.	1,000	Common	1,000

THIRD: The shareholder of the subsidiary corporation waived the mailing to it of a copy of the Joint Plan of Merger and Agreement of Merger attached hereto as "Exhibit A" during a Joint Special Meeting of the Shareholders and Directors of the subsidiary corporation held on Feb. 3, 2003.

Dated: Feb. 3, 2003

EXCELL REHAB, LLC

BY: Tracy Wallace  
Tracy Wallace, Secretary

EXCELL REHAB, LLC

BY: Tracy Wallace  
Tracy Wallace, President and Manager

STATE OF ALABAMA)

Jefferson COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that on this 3<sup>rd</sup> day of February, 2003, personally appeared before me Tracy Wallace, who, being by me first duly sworn, declared that she is the President/<sup>Manager</sup> and the Secretary of Excell Rehab, LLC, that she signed the foregoing document as President/<sup>Manager</sup> and Secretary of the corporation, and that the statements therein contained are true.

Carol Hodges Hazel  
Notary Public  
My Commission Expires 7/27/04

STATE OF ALABAMA)

MONTGOMERY COUNTY)

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER  
BETWEEN  
EXCELL REHAB, LLC  
AND  
ARMITAGE REHABILITATION, INC.  
WITH  
EXCELL REHAB, LLC AS SURVIVING ENTITY

WHEREAS, Excell Rehab, LLC ("Excell") is an Alabama limited liability company organized in Montgomery County, Alabama, with its principal place of business at Montgomery, Alabama; and

WHEREAS, Tracy L. Wallace is the sole member, manager and officer of Excell Rehab, LLC; and

WHEREAS, Armitage Rehabilitation, Inc. ("Armitage") is an Alabama corporation incorporated in Shelby County, Alabama, with its principal place of business at Birmingham, Alabama; and

WHEREAS, the aggregate number of shares that Armitage is authorized to issue is 1,000 common shares at a par value of \$1.00 each, of which 1,000 shares are outstanding and are owned legally and beneficially by Excell; and

WHEREAS, it is desirable for the benefit of both parties and Excell's member that the properties, businesses, assets, and liabilities of both parties be combined into one surviving entity, which shall be Excell Rehab, LLC;

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Alabama agree as follows:

1. *Merger.* Armitage shall be and is merged with and into Excell, and Excell does hereby

merge Armitage with and into itself. On and after the effective date of this contemplated merger:

(a) Excell shall be the surviving entity, and shall continue to exist as a domestic limited liability company under the laws of the State of Alabama, with all of the rights and obligations of such surviving domestic limited liability company as are provided by § 10-12-1, et seq., Code of Alabama 1975.

(b) Armitage, as a constituent corporation, pursuant to § 10-2B-11.06, Code of Alabama 1975, shall cease to exist and its property shall become the property of Excell as the surviving entity.

2. *Articles of incorporation; By-Laws.* The Articles of Organization and Operating Agreement of Excell shall continue as the Articles of Incorporation and By-Laws of the surviving entity.

3. *Managers and Directors.* The Managers and Directors of Excell shall be the Managers and Directors of the surviving corporation until their successors are duly elected and qualified under the Operating Agreement of the surviving entity.

4. *Members of survivor.* Each member of Excell outstanding on the effective date of the merger shall thereupon, without further action, become a member of the surviving entity.

5. *Cancellation of Armitage shares.* All authorized and outstanding common shares of Armitage, such shares being owned in their entirety by Excell, and all rights in respect thereof, shall be canceled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

6. *Approval.* This Agreement and the Plan of Merger have been submitted to the members/shareholders of Excell and of Armitage for approval as required by the laws of the State of Alabama. The proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan and

Agreement.

7. *Use of Armitage bank accounts and payroll accounts.* Excell may use the bank accounts and payroll accounts now existing in the name of Armitage Rehabilitation, Inc., during the month of Feb., 2003, for administrative convenience.

IN WITNESS WHEREOF, Excell Rehab, LLC and Armitage Rehabilitation, Inc., have caused this Agreement to be executed, under seal, in their corporate names by their respective officers and also by majorities of their board of directors on the 3<sup>rd</sup> day of February, 2003.

ATTEST:

Tracy Wallace  
Secretary

EXCELL REHAB, LLC

BY: Tracy Wallace  
Tracy Wallace  
As Its President and Manager and Sole Member

Tracy Wallace  
Tracy Wallace  
Director of Excell Rehab, LLC

ATTEST:

Tracy Wallace  
Secretary

ARMITAGE REHABILITATION, INC.

BY: Tracy Wallace  
Tracy Wallace  
As Its President

Tracy Wallace  
Tracy Wallace, as Director of  
Armitage Rehabilitation, Inc.

NOTARIAL PUBLIC  
STATE OF TEXAS  
My commission expires on \_\_\_\_\_  
I hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF TEXAS

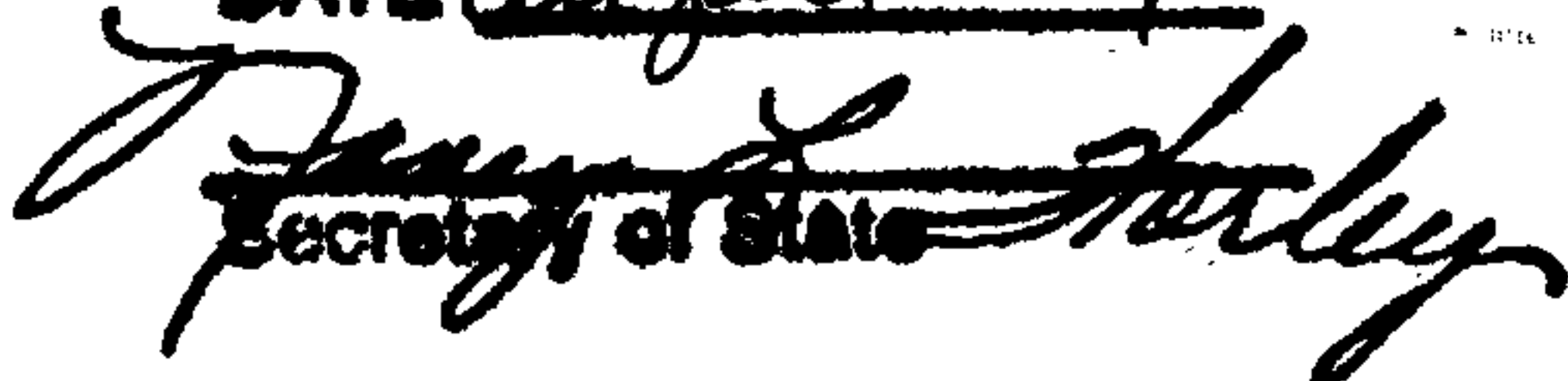


Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office

on August 15, 2003

DATE August 15, 2003

  
Secretary of State