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Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
of
AMERIDOC, LLC
(a Florida limited liability company)
with and into
TELADOC, INC.
(a Delaware corporation)**

Pursuant to Section 605.1025 of the Florida Statutes, the undersigned parties submit these Articles of Merger and hereby certify as follows:

1. The merging party is AmeriDoc, LLC, a Florida limited liability company ("**AmeriDoc**").
2. The surviving party is Teladoc, Inc., a Delaware corporation ("**Teladoc**").
3. The merger was approved by AmeriDoc in accordance with Sections 605.1021-605.1026 of the Florida Statutes, by Teladoc in accordance with the applicable laws of the State of Delaware, and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes.
4. Teladoc is a foreign entity that does not have a certificate of authority to transact business in the State of Florida. The mailing address to which the Department of State may send any process served pursuant to Section 605.0117 and Chapter 48 of the Florida Statutes is One Sound Shore Drive, Suite 300, Greenwich, Connecticut 06830.
5. Teladoc agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.
6. The merger is to become effective on May 2, 2014.

[Signature page follows]

The undersigned execute these Articles of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

EXECUTED as of the 2ND day of May, 2014.

AMERIDOC, LLC

By: 

Name: David E. Lindsey

Title: Managing Member

TELADOC, INC.

By: 

Name: Mark Hirschhorn

Title: Chief Financial Officer