

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**MEDICAL MANAGER RESEARCH & DEVELOPMENT, LLC**

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Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Medical Manager Research &amp; Development, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

13151 NW 99th Street

Alachua, Florida 32615

Florida Document/Registration Number: F16321 FEI Number: 59-2064299

2. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

3. \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

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Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Medical Manager Research & Development, LLC

15151 NW 99th Street

Alachua, Florida 32615

Jurisdiction

Delaware

Entity Type: OF STATE  
FILED ALACHASSEE, FLORIDA

Florida Document/Registration Number: MC5000006750

FBI Number: 20-3867857

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**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:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the 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 the amount, if any, to which they are entitled under section(s) 807.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

December 31, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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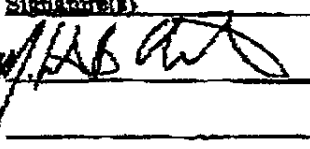
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**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

Name of Entity  
Medical Manager Research &  
Development, Inc.

Signature(s)  


Typed or Printed Name of Individual  
Michael B. Glick, Senior Vice President

Name of Entity  
Medical Manager Research &  
Development, LLC

Signature(s)  


Typed or Printed Name of Individual  
Marc L. Harrison, Vice President of Member

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

THIS PLAN OF MERGER, dated this 20th day of December, 2005 (this "Agreement"), is made pursuant to Sections 607.1108 and 608.438 of the Florida Statutes and Section 18-209 of the Delaware Limited Liability Company Act, between Medical Manager Research & Development, Inc., a Florida corporation ("Florida Corporation"), and Medical Manager Research & Development, LLC, a Delaware limited liability company ("Delaware Company").

RECITALS

A. WHEREAS, Florida Corporation and Delaware Company desire to merge into a single entity (the "Merger"), as hereinafter specified.

B. WHEREAS, the registered office of Florida Corporation in the State of Florida is located at 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its registered agent at such address is CT Corporation System. The registered office of the Delaware Company in the State of Delaware is located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the name of its registered agent at such address is The Corporation Trust Company.

AGREEMENT

In consideration of the foregoing, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged by the parties by their execution hereof), the parties agree as follows:

1. Merger. The terms and conditions of the Merger are as follows:

(a) Upon the Merger becoming effective (the "Effective Time"), Florida Corporation shall be merged with and into Delaware Company and the separate corporate existence of Florida Corporation shall thereupon cease. Delaware Company will thereupon and thereafter possess all rights, privileges, immunities, powers and franchises possessed by Florida Corporation, and Delaware Company will be subject to all restrictions, obligations and duties of both Delaware Company and Florida Corporation to the extent such rights, privileges, immunities, powers, franchises, restrictions, obligations and duties are applicable to the form of existence of Delaware Company.

(b) At the Effective Time, all rights, causes of action, property and assets of whatever kind or description (whether real, personal, tangible or intangible) of both Florida Corporation and Delaware Company, and all debts due on whatever account to either Florida Corporation or Delaware Company (including subscriptions for shares, promises to make capital contributions and all other causes of action belonging to either party) will be taken and deemed to be transferred to and vested in Delaware Company.

(c) At the Effective Time, Delaware Company will be responsible and liable for all liabilities and obligations of both Florida Corporation and Delaware Company. Any claim existing or action or proceeding pending by or against Florida Corporation or Delaware Company may be

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prosecuted as if such Merger had not taken place, or Delaware Company may be substituted in the action for Florida Corporation.

(d) The officers and, as applicable, members of each of Florida Corporation and Delaware Company are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed or desirable to effectuate a full and complete transfer of ownership as herein authorized.

(e) At the Effective Time, Emdeon Practice Services, Inc. will continue as the sole managing member of Delaware Company. The principal business address of Emdeon Practice Services, Inc. is 2202 N. West Shore Blvd., Tampa, Florida 33607.

(f) Notwithstanding anything contained herein to the contrary, for accounting and tax purposes, the Merger and transfer of assets and liabilities to Delaware Company as set forth above shall take place as of the close of business on December 31, 2005.

2. Conversion of Interests. The manner and basis of converting the interests or shares of stock of Florida Corporation into interests, shares or other securities or obligations, as the case may be, of Delaware Company or, in whole or in part, into cash or other property are as follows:

(a) At the Effective Time, each share of stock of Florida Corporation that is issued and outstanding immediately prior to the Merger shall be surrendered and extinguished.

(b) Since the sole member of Delaware Company, the surviving entity following the Merger, is the same as the sole shareholder of Florida Corporation, the merging entity, no additional interests in Delaware Company will be issued to the sole shareholder of Florida Corporation in connection with the Merger.

3. Certificate of Formation and Limited Liability Company Agreement. The certificate of formation of Delaware Company prior to the Merger shall be the certificate of formation of Delaware Company after the Merger unless and until amended in accordance with its terms and applicable law. At the Effective Time, the limited liability company agreement attached hereto as Exhibit A shall automatically become, without any further action by any of the parties hereto, the limited liability company agreement of Delaware Company. The name of the surviving company following the Merger shall be Manager Research & Development, LLC.

4. Termination. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time (i) by mutual written consent of Florida Corporation and Delaware Company or (ii) by either Florida Corporation or Delaware Company if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining Florida Corporation or Delaware Company from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable. If this Agreement is terminated, the Agreement shall become void and of no effect with no liability on the part of either party hereto.

5. Amendment. This Agreement may not be amended except by an instrument in writing signed by each of the parties hereto.

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6. Execution in Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the board of directors and shareholders of Florida Corporation and the sole member of Delaware Company, have caused this Merger Agreement to be executed by the respective officers of Florida Corporation and the sole member of Delaware Company as the respective act, deed and agreement of each constituent entity as of the date first set forth above.

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MEDICAL MANAGER RESEARCH & DEVELOPMENT, LLC

By: EMDEON PRACTICE SERVICES, INC., its Sole Member

By: [Signature]  
Name: MARC L. HARRIS  
Title: vice president

MEDICAL MANAGER RESEARCH & DEVELOPMENT, INC.

By: [Signature]  
Name: Michael B. Glick  
Title: Senior Vice President