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COVER LETTER

TO:	Amendment Section Division of Corporations					
SURI	ECT: EdgeMed Healt	chcare Solutions, Inc.				
5010	SUBJECT: (Name of Surviving Corporation)					
•						
The en	nclosed Articles of Merger and fee	are submitted for filing.				
Please	return all correspondence concern	ning this matter to following:				
	!					
Keni	neth Edelman (Contact Person)	` _				
	(Contact Person)					
Kenr	neth Edelman, P.A.					
	(Firm/Company)	•				
2255	5 Glades Road, Suite 337W					
	(Address)					
Boca	a Raton, FL 33431					
	(City/State and Zip Code)					
	بالإد					
For fu	rther information concerning this i	natter, please call:				
77 -						
Kenr	(Name of Contact Person)	At (561) 395-0500 (Area Code & Daytime Telephone Number)				
	(Name of Contact Follows)	(Allea Code & Saymine Petephone Hamber)				
Пс	ertified copy (optional) \$8.75 (Plea	ase send an additional copy of your document if a certified copy is requested)				
	STREET ADDRESS: Amendment Section	MAILING ADDRESS: Amendment Section				
	Division of Corporations	Division of Corporations				
	Clifton Building	P.O. Box 6327				
	2661 Executive Center Circle	Tallahassee, Florida 32314				
	Tallahassee, Florida 32301					
		·				

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the s	urviving corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
EdgeMed Healthcare Solutions, Ir	nc. FL	P97000093003
Second: The name and jurisdiction of ea	ch merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Florida Medical Computers, Inc.	FL	_F53203
		SECR FAR
		HASSE
Third: The Plan of Merger is attached.		STATE STATE
Fourth: The merger shall become effect Department of State.	ive on the date the Articles of Mer	ger are filed with the Florida
	cific date. NOTE: An effective date cannots after merger file date.)	not be prior to the date of filing or more
Fifth: Adoption of Merger by surviving		ONE STATEMENT)
The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the b	oard of directors of the surviving der approval was not required.	corporation on
Sixth: Adoption of Merger by merging of The Plan of Merger was adopted by the s	corporation(s) (COMPLETE ONLY hareholders of the merging corpor	ONE STATEMENT) ation(s) on March 25, 2009.
The Plan of Merger was adopted by the b	oard of directors of the merging coder approval was not required.	orporation(s) on

Seventii: SIGNATURES	TUREACH CURFURATION	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
EdgeMed Healthcare Solutions, Inc.	Japan Flas	Gary Kuratin, President
Florida Medical Computers, Inc.	Alfflut, Par	Gary Kurstin. President
·		

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated April 1, 2009 by and between EdgeMed Healthcare Solutions, Inc., a Florida corporation ("EdgeMed") and Florida Medical Computers, Inc., a Florida corporation ("FMC"), pursuant to Section 607.7101, Florida Statutes.

RECITALS:

- A. The Boards of Directors and Shareholders of EdgeMed and FMC have resolved that the two corporations be merged pursuant to the Florida Business Corporation Act (the "Act") into a single corporation existing under the Act, with EdgeMed being the surviving corporation.
- B. The authorized capital stock of EdgeMed consists of 5,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "EdgeMed Common Stock"), of which 100 shares are issued and outstanding.
- C. The authorized capital stock of FMC consists of 5,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "FMC Common Stock"), of which 100 shares are issued and outstanding; and
- D. The respective Boards of Directors and Shareholders of EdgeMed and FMC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

OPERATIVE PROVISIONS

In consideration of the foregoing premises and the mutual covenants, representations and warranties set forth and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be bound legally, hereby agree as follows:

- 1. <u>Filing of Certificate of Merger: Effective Date</u>. Articles of Merger shall be filed in accordance with the Act. The Merger shall become effective upon filing with the Florida Department of State (the "Effective Date").
- 2. <u>Certain Effects of Merger.</u> On the Effective Date, the separate existence of FMC shall cease, and FMC shall be merged into EdgeMed which, as the Surviving Corporation, shall possess all the rights, privileges, and powers, and be subject to all the liabilities and debts of FMC; and all property, real, personal, and mixed, and all debts due to FMC on whatever account, as well for stock subscriptions and all other things in action or belonging to FMC, shall be vested in EdgeMed. At any time or any times after the Effective Date, the officers of FMC or the corresponding officers

of EdgeMed, may, in the name of FMC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as EdgeMed may deem necessary or desirable in order to vest, perfect, or confirm in EdgeMed title to and possession of all FMC's property, rights, privileges, and powers, and otherwise to carry out the purposes of this Agreement.

- 3. <u>Name of Surviving Corporation</u>. The surviving corporation, EdgeMed, shall retain its name.
- 4. <u>Certificate of Incorporation</u>. The Certificate of Incorporation of EdgeMed as in effect immediately before the Effective Date shall be unchanged, except as it may be effected by this Merger.
- 5. <u>Bylaws</u>. The Bylaws of EdgeMed, as in effect immediately before the Effective Date, shall be unchanged, except as they may be effected by this Merger.
- 6. <u>Conversion of Shares</u> Each one share of FMC Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of EdgeMed Common Stock, and outstanding certificates representing shares of FMC Common Stock shall thereafter represent shares of EdgeMed Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of EdgeMed.
- 7. <u>Termination</u>. This Agreement and Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date, if the Board of Directors and Shareholders of EdgeMed or FMC duly adopt a resolution abandoning this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first written above.

EdgeMed Healthcare Solutions, Ing

Gary Kurstin, President

Computers

Gary Kurstin, President