

P05000139529

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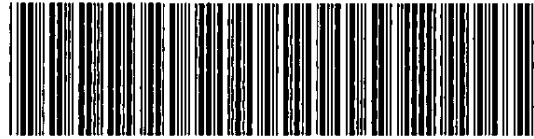
(Business Entity Name)

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09 JUL -1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger
7/8/09
TW

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Health Improvement Systems, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert E. Fletcher
Contact Person

Fletcher & Pilch, LLP
Firm/Company

PO Box 4130
Address

Clearwater, FL 33758-4130
City/State and Zip Code

kathi@ffm-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert E. Fletcher At (727) 461-1733
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
of
HEALTH IMPROVEMENT SYSTEMS, INC.

and
PROFESSIONAL ENHANCEMENT SYSTEMS, INC.

into
HEALTH IMPROVEMENT SYSTEMS, INC.

FIRST: a) The name and jurisdiction of the surviving corporation is Health Improvement Systems, Inc., a company duly licensed under the laws of Florida, the articles of incorporation of which were filed with the Department of State of Florida on October 12, 2005, Document Number P05000139529.

b) The name and jurisdiction of the merging corporation is Professional Enhancement Systems, Inc., a company duly licensed under the laws of Florida, its initial articles of incorporation of which were filed with the Department of State of Florida on July 22, 2004, Document Number P04000108600.

SECOND: The names of each individual to the merger are as follows:

a) for Health Improvement Systems, Inc.: Messrs. Freddie Ulan, Arte Maren and Lynn Irons; and

b) for Professional Enhancement Systems, Inc.: Messrs. Freddie Ulan, Arte Maren and Lynn Irons.

THIRD: An executed copy of the Plan of Merger is attached hereto.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: (a) The Agreement of the Merger has been approved and executed by each of the companies and individuals who are a party thereto;

(b) The Plan of Merger was adopted by the shareholders of the merging corporation on June 30, 2009; and

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JUL - 1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

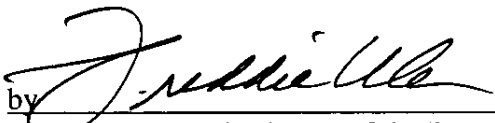
(c) The Plan of Merger was adopted by the shareholders of the surviving corporation on June 30, 2009.

SIXTH: The Agreement of the Merger is on file at the place of business of the surviving corporation. The address of the corporation is 1170 NE Cleveland Street, Clearwater, FL 33755.


SEVENTH: The Registered Agent of the surviving corporation continues to be Freddie Ulan, whose address is 224 Portree Drive, Dunedin, FL 34698.

IN WITNESS WHEREOF, these Articles of Merger have been subscribed this June 30, 2009, by the undersigned, who affirm that the statements made herein are true under the penalties of perjury.

HEALTH IMPROVEMENT SYSTEMS, INC.,

by 
Freddie Ulan, Chairman of the Board and CFO

PROFESSIONAL ENHANCEMENT SYSTEMS, INC.,

by 
Arte Maren, President

PLAN OF MERGER
OF
PROFESSIONAL ENHANCEMENT SYSTEMS, INC.
INTO
HEALTH IMPROVEMENT SYSTEMS, INC.

The following plan of merger has been adopted by the respective boards of directors of Professional Enhancement Systems, Inc. and Health Improvement Systems, Inc.

- I.
 - a) The names of each constituent corporation to the merger are as follows: (1) Health Improvement Systems, Inc., a corporation organized under the laws of the State of Florida, with its principal offices located at 1170 NE Cleveland Street, Clearwater, FL 33755 ("HISI"); and (2) Professional Enhancement Systems, Inc., a corporation organized under the laws of the State of Florida, with its principal offices located at 1170 NE Cleveland Street, Clearwater, FL 33755 ("PESI").
 - b) The name of the surviving corporation is Health Improvement Systems, Inc. ("HISI").
 - c) The names of the shareholders of the respective constituent corporations, and parties to this transaction, are as follows:
 - i) for HISI: Messrs. Freddie Ulan, Arte Maren and Lynn Irons; and
 - ii) for PESI: Messrs. Freddie Ulan, Arte Maren and Lynn Irons.
- II.
 - a) PESI has 3,000 outstanding shares of common stock, at zero (0) par value per share, of which 3,000 shares have been issued, at the rate of 1,000 shares each, to Freddie Ulan, Arte Maren and Lynn Irons.
 - b) HISI has 10,000 authorized shares of common stock, at zero (0) par value per share, of which 3,000 shares have been issued, at the rate of 1,000 shares each, to Freddie Ulan, Arte Maren and Lynn Irons.
- III. The terms and conditions of the merger are as follows:
 - a) Until altered, amended, or repealed as therein provided, the bylaws of HISI, as in effect at the time of the merger, shall be the bylaws of the surviving corporation.

- b) All persons who at the date when the merger shall become effective shall be the officers and directors of HISI, shall be and remain like officers and directors of the surviving corporation, until the board of directors of the surviving corporation shall elect their respective successors.
- c) The first regular meeting of the board of directors of the surviving corporation shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in the bylaws of HISI, for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting.
- d) The surviving corporation shall pay all expenses of carrying this plan of merger into effect and of accomplishing the merger.
- e) When the merger shall become effective, the separate existence of PESI shall cease, and said corporation shall be merged into the surviving corporation, and the surviving corporation, HISI, shall possess all rights, privileges, powers and franchises and be subject to all restrictions, disabilities, and duties of each of the constituent corporations; and all singular rights, privileges, powers and franchises of each of said corporations and all property, real, personal, and mixed and all debts due to each of said corporations on whatever account, shall be vested in the surviving corporation; and all and every other interest shall be thereafter as effectually the property of the surviving corporation as it was of the respective constituent corporations, and all debts, liabilities, and duties of PESI shall henceforth attach to said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.
- f) If at anytime the surviving corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable in order to vest in the surviving corporation, according to the terms of the merger, the title to any property or rights of PESI, the proper officers and directors of PESI shall execute all documents and make all such proper assignments and assurances and do all things necessary or proper to vest such property or rights in the surviving corporation and otherwise to carry out the purposes of this plan of merger.

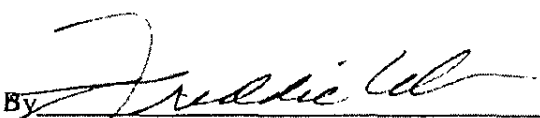
IV. The manner and basis of conversion are as follows:


- a) The outstanding shares of the merging corporation shall be canceled without consideration.
- b) No cash payments or any other consideration shall be made, given or received to or by any shareholder in connection with this exchange of the shares of stock.

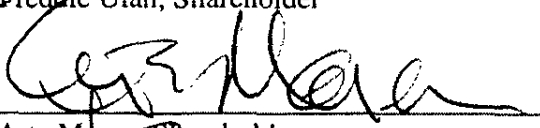
- b) No cash payments or any other consideration shall be made, given or received to or by any shareholder in connection with this exchange of the shares of stock.
- c) 100% of the assets of PESI shall be transferred to, and 100% of the liabilities shall be assumed by, the surviving corporation.

Dated: Clearwater, FL
June 26, 2009

HEALTH IMPROVEMENT SYSTEMS, INC.,

By 
Freddie Ulan, Chairman of the Board and CFO

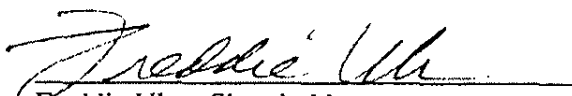

Freddie Ulan, Shareholder

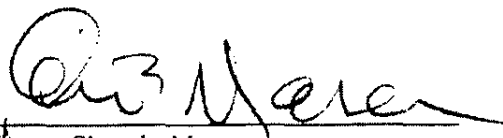

Arte Maren, Shareholder


Lynn Irons, Shareholder

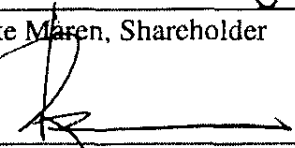
PROFESSIONAL ENHANCEMENT SYSTEMS, INC.,

By 
Arte Maren, President


Freddie Ulan, Shareholder



Arte Maren, Shareholder



Lynn Irons, Shareholder

