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Florida Department of State  
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MERGER OR SHARE EXCHANGE  
MDM CONSULTANTS, INC.

*merger*

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## 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 surviving corporation:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
MDM Consultants, Inc.	Florida	P12000101005

**Second: The name and jurisdiction of each merging corporation:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Medical Development</u>		
<u>Management, Inc.</u>	<u>Illinois</u>	<u>n/a</u>

**Third: The Plan of Merger is attached.**

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

**OR**           /          /           (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 20, 2012 and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.


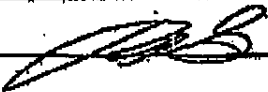
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 20, 2012 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>MDM Consultants, Inc.</u>		<u>Dr. Robert Goldman, Director</u>
<u>Medical Development</u>		
<u>Management, Inc.</u>		<u>Dr. Robert Goldman, Director</u>

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

MDM Consultants, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Medical Development Management, Inc.

Illinois

Third: The terms and conditions of the merger are as follows:

See attached terms and conditions of Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached terms and conditions of Plan of Merger.

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

n/a

**OR**

Restated articles are attached:

n/a

Other provisions relating to the merger are as follows:

n/a

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## **PLAN OF MERGER**

*of*

**Medical Development Management, Inc.  
(an Illinois corporation)**

*with and into*

**MDM Consultants, Inc.  
(a Florida Corporation)**

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Pursuant to Section 607.1105 of the Florida Statutes

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Pursuant to Section 607.1105 of the Florida Statutes, terms and conditions of Plan of Merger are stated as follows:

The merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1105, Florida Statutes. Each share of the merging corporation shall be exchanged for one share of the surviving corporation. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act/deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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