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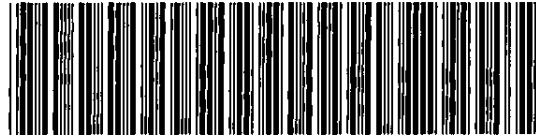
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc  
Mergers

APR 03 2017  
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**FLORIDA FILING & SEARCH SERVICES, INC.**

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**DATE:**

3/31/17

**NAME:**

HEALTHPLAN SERVICES INC

**TYPE OF FILING: MERGER**

**COST:**

78.75

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

Abbie Hodge

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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: HealthPlan Services, Inc., a Florida corporation.

**Second:** The name and jurisdiction of each **merging** corporation: Harrington Health Services, Inc., a Delaware corporation.

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

**Fourth:** The merger shall become effective on March 31, 2017.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on March 29, 2017, and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 29, 2017.

**Seventh: SIGNATURES FOR EACH CORPORATION**

HealthPlan Services, Inc.

By: Mitchell G. Mackler  
Mitchell G. Mackler, Secretary and  
Authorized Officer

Harrington Health Services, Inc.

By: Mitchell G. Mackler  
Mitchell G. Mackler, Secretary and  
Authorized Officer

**FILED**  
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**PLAN OF MERGER**  
**(Merger of subsidiary corporation)**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation: HealthPlan Services, Inc., a Florida corporation ("Parent").

The name and jurisdiction of each **subsidiary** corporation: Harrington Services, Inc., a Delaware corporation ("Subsidiary").

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the filing of the Articles of Merger, the separate corporate existence of Subsidiary shall cease and the outstanding shares of Subsidiary, all of which are currently held by Parent, shall be cancelled.