

4066663

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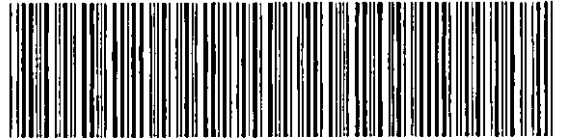
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MAR 30 2018

LAL BRITTON

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302**

**155 Office Plaza Dr Ste A Tallahassee FL 32301**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE: 3/27/18**

**NAME: HEALTHPLAN SERVICES, INC**

**TYPE OF FILING: MERGER**

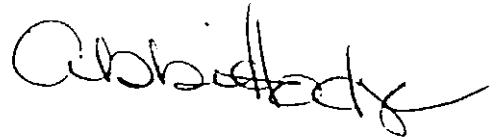
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 28, 2018

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: HEALTHPLAN SERVICES, INC.  
Ref. Number: 406663

RECEIVED  
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We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Clairetha Golden  
Regulatory Specialist II

Letter Number: 118A00006265

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file date.  
Thank you!

**EFFECTIVE DATE**  
3.31.18

**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: HPH Holdings Corp., a Delaware corporation.

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

**Fourth:** The merger shall become effective on March 31, 2018.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on March 23, 2018, and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 23, 2018.

**Seventh: SIGNATURES FOR EACH CORPORATION**

HealthPlan Services, Inc.

HPH Holdings Corp.

By: Ashish Chawla  
Ashish Chawla, Secretary and  
Authorized Officer

By: Ashish Chawla  
Ashish Chawla, Secretary and  
Authorized Officer

**FILED**  
2018 MAR 27 AM 10:16  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE

**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: HPH Holdings Corp., a Delaware corporation ("Parent").

The name and jurisdiction of each **subsidiary** corporation: HealthPlan Services, Inc., a Florida 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 shares of Parent shall be converted into a like number of shares of Subsidiary, such that the sole stockholder of Parent shall become the parent and sole stockholder of Subsidiary. Shares of the Subsidiary existing immediately prior to such filing shall be cancelled.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the parent corporation upon surrender of any certificates is as follows:

Upon the filing of the Articles of Merger, the shares of Parent shall be converted into a like number of shares of Subsidiary, such that the sole stockholder of Parent shall become the parent and sole stockholder of Subsidiary. Shares of the Subsidiary existing immediately prior to such filing shall be cancelled.