

580446

FILING COVER SHEET

REFERENCE:

0150.4659

DATE:

11-30-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT

TLF Acquisition Corp.

STATE FEES PREPAID WITH CHECK #

3707

FOR \$

78.75

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

(X) MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

() UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

Examiner's Initials

See 12/4

200002698212--2
-12/01/98--01001--010
*****78.75 *****78.75

FILED

98 NOV 30 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1998

CINDY HICKS
CORPORATE & CRIMINAL RESEARCH SERVICES
TALLAHASSEE, FL

SUBJECT: TRANSCRIPTIONS LTD. OF FLORIDA, INC.
Ref. Number: 580446

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

Attn: Teresa Brown

Please let me know
if I need to
send additional
fees.

Kevin

We have received your document for TRANSCRIPTIONS LTD. OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 498A00056883

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

RECEIVED
DEC -2 AM 11:29
DIVISION OF CORPORATIONS



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

CINDY HICKS
CORPORATE & CRIMINAL RESEARCH SERVICES
TALLAHASSEE, FL

SUBJECT: TRANSCRIPTIONS LTD. OF FLORIDA, INC.
Ref. Number: 580446

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

We have received your document for TRANSCRIPTIONS LTD. OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00057214

12/4
Annette
Please give
original submission
date of
11-30-98
Kevin

Please take care of the
word initial in
reference to reg. agent

RECEIVED
98 DEC 31 PM 2:48
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

TLF ACQUISITION CORP., a Florida corporation, P98000099541

INTO

TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation, 580446

File date: November 30, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF
TLF ACQUISITION CORP., a Florida corporation
INTO

FILED
98 NOV 30 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation

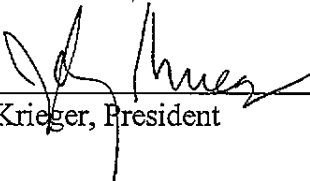
Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation (the "Company"), and TLF ACQUISITION CORP., a Florida corporation ("TLF"), adopt the following Articles of Merger for the purpose of merging TLF with and into the Company.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between the Company and TLF was adopted by (i) the Board of Directors and the sole shareholder of the Company on November 24, 1998 and (ii) the Board of Directors and all of the shareholders of TLF on November 25, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 30th day of November, 1998.

TRANSCRIPTIONS LTD. OF FLORIDA, INC.



Jeffrey Krieger, President

TLF ACQUISITION CORP.

ARTICLES OF MERGER**OF****TLF ACQUISITION CORP., a Florida corporation****INTO****TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation**

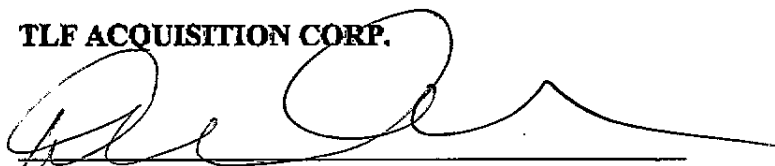
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TRANSCRIPTIONS LTD. OF FLORIDA, INC.

Jeffrey Krieger, President**TLF ACQUISITION CORP.**

David A. Cohen, President

ARTICLES OF MERGER
OF
TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation
INTO
TLF ACQUISITION CORP., a Florida corporation

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TRANSCRIPTIONS LTD. OF FLORIDA, INC.

Jeffrey Krieger, President

TLF ACQUISITION CORP.



David A. Cohen, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated November 30, 1998, between TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation (the "Company" or the "Surviving Corporation"), TLF ACQUISITION CORP., a Florida corporation ("TLF"), and MEDQUIST, INC., a New Jersey corporation ("MedQuist").

WHEREAS, the Company, TLF and MedQuist desire to effect the statutory merger of TLF with and into the Company, with the Company to survive such merger.

1. **Constituent Corporations.** The Company and TLF shall be parties to the merger (the "Merger") of TLF with and into the Company.

2. **Terms and Conditions of Merger.** TLF (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into the Company, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** A. Upon the Effective Date, all outstanding shares of common stock, no par value of the Company ("Company Common Stock") issued and outstanding immediately prior to the Effective Date shall be converted into and become without action on the part of the holder thereof, an aggregate of 800,000 shares of common stock, no par value, of MedQuist ("MedQuist Common Stock").

B. Each share of common stock, no par value, of TLF issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, shall be converted into one validly issued, fully paid and non-assessable share of common stock of the Company.

C. At the Effective Date, the sole shareholder of the Company shall be entitled to receive in exchange therefor, a certificate or certificates representing that number of MedQuist Common Stock as is specified in Section 3A above.

4. **Articles of Incorporation.** The Articles of Incorporation of TLF as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida. Attached hereto as Exhibit B are the Restated and Amended Articles of Incorporation of the Surviving Corporation.

5. **Bylaws.** The Bylaws of TLF as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered

or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of TLF in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

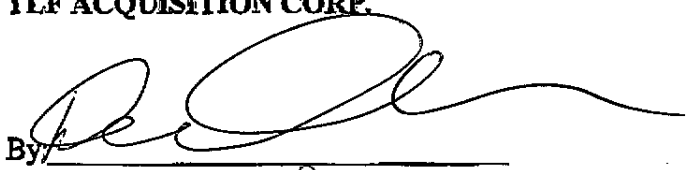
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Company, TLF and MedQuist is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

TRANSCRIPTIONS LTD. OF FLORIDA, INC..

By: _____
Jeffrey Krieger, President

TLF ACQUISITION CORP.

By: 
David A. Cohen, President

MEDQUIST, INC.

By: 
David A. Cohen, Chairman and
Chief Executive Officer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated November 30, 1998, between TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation (the "Company" or the "Surviving Corporation"), TLF ACQUISITION CORP., a Florida corporation ("TLF"), and MEDQUIST, INC., a New Jersey corporation ("MedQuist").

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B. Each share of common stock, no par value, of TLF issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, shall be converted into one validly issued, fully paid and non-assessable share of common stock of the Company.

C. At the Effective Date, the sole shareholder of the Company shall be entitled to receive in exchange therefor, a certificate or certificates representing that number of MedQuist Common Stock as is specified in Section 3A above.

4. **Articles of Incorporation.** The Articles of Incorporation of TLF as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida. Attached hereto as Exhibit B are the Restated and Amended Articles of Incorporation of the Surviving Corporation.

5. **Bylaws.** The Bylaws of TLF as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered

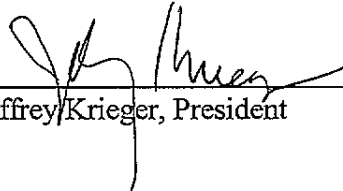
or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of TLF in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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8. **Amendment of Plan of Merger.** The Board of Directors of each of the Company, TLF and MedQuist is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

TRANSCRIPTIONS LTD. OF FLORIDA, INC.

By: 
Jeffrey Krieger, President

TLF ACQUISITION CORP.

By: _____

MEDQUIST, INC.

By: _____

EXHIBIT B
RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
TRANSCRIPTIONS LTD. OF FLORIDA, INC.

ARTICLE I

The name of the corporation is TRANSCRIPTIONS LTD OF FLORIDA, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9700 South Dixie Highway, Suite 610, Miami, Florida 33156.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having no par value per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 103 North Meridian Street, Lower Level, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its registered agent at such office is Corp Direct Agents.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the _____ Board of Directors is one and the name and address of the _____ member of the Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is: David A. Cohen, c/o MedQuist, Inc., Five Greentree Centre, Suite 311, Marlton, New Jersey 08053.

ARTICLE VII

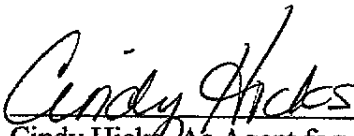
The name of the Incorporator of these Articles is Corporation Service Company and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

CORPDIRECT AGENTS, having been named as registered agent to accept service of process for **TRANSCRIPTIONS LTD. OF FLORIDA, INC.**, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Cindy Hicks, As Agent for:
CORPDIRECT AGENTS

11-30-98
Dated