

FOI b000002092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

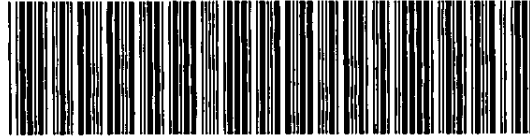
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APR 18 2016

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: U.S. HealthWorks, Inc.

Name of Corporation

DOCUMENT NUMBER: F01000002092

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindy Fitzsimons

Name of Contact Person

U.S. HealthWorks, Inc.

Firm/Company

3440 Preston Ridge Rd., Suite 250

Address

Alpharetta, GA 30005

City/State and Zip Code

Cindy.Fitzsimons@USHWorks.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cindy Fitzsimons

Name of Contact Person

at (678) 942-2022

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000002092

(Document number of corporation (if known))

FILED
2016 APR 18 / PM 11:21
SECURITY
FALLA 44-157-1000
n Florida)

U.S. HealthWorks Holding Company, Inc.

(Name of corporation as it appears on the records of the Department of State)

2 Delaware

(Incorporated under laws of)

3 04/16/2001

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 14, 2016

5 U.S. HealthWorks, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

-F3FC171816244F2..

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Joseph Mallas

(Typed or printed name of person signing)

President

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"U.S. HEALTHWORKS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "U.S. HEALTHWORKS HOLDING COMPANY, INC." UNDER
THE NAME OF "U.S. HEALTHWORKS, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF
MARCH, A.D. 2016, AT 4:37 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



2803714 8100M
SR# 20161646898

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201981465
Date: 03-14-16

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER**

MERGING

**U.S. HEALTHWORKS, INC.,
A DELAWARE CORPORATION,**

WITH AND INTO

**U.S. HEALTHWORKS HOLDING COMPANY, INC.,
A DELAWARE CORPORATION**

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:37 PM 03/14/2016
FILED 04:37 PM 03/14/2016
SR 20161646898 - File Number 2803714

Pursuant to Section 253 of the General Corporation Law of Delaware

U.S. HealthWorks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"),

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "**DGCL**") on the 4th day of October, 1995.

SECOND: That it owns 100% of the outstanding shares of the capital stock of U.S. HealthWorks Holding Company, Inc., a corporation organized pursuant to the provisions of the DGCL on the 2nd day of October, 1997 ("**U.S. HealthWorks Holding**").

THIRD: That its Board of Directors (the "**Board**") pursuant to an action by unanimous written consent dated February 24, 2016, determined to merge the Corporation into said U.S. HealthWorks Holding, and did adopt the following resolutions:

RESOLVED, that this Corporation merge itself into U.S. HealthWorks Holding, with U.S. HealthWorks Holding assuming all of the rights and obligations of the Corporation (the "**Merger**");

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

Upon completion of the Merger, (i) USHW Holdings Corporation ("**USHW**"), the sole stockholder of the Corporation and the holder of 1,000 shares of Common Stock of the Corporation, shall receive an equivalent number of shares of the Common Stock of U.S. HealthWorks Holding and shall have no further claims of any kind or nature; (ii) all of the 1,000 shares of Common Stock of the Corporation held by USHW shall be surrendered and canceled; and (iii) all of the 1,000 shares of Common Stock of U.S.

HealthWorks Holding held by the Corporation shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be submitted to the sole stockholder of the Corporation in an action by written consent pursuant to Section 228 of the DGCL and in the event the sole stockholder of the Corporation votes in favor of this resolution that the Merger shall be deemed approved.

FOURTH: That the name of the surviving entity, U.S. HealthWorks Holding, be changed to "U.S. HealthWorks, Inc." effective upon the effectiveness of the Merger.

FIFTH: That this Merger has been approved by the sole stockholder of the Corporation, which represents 100% of the outstanding shares of the capital stock of this Corporation, in an action by written consent pursuant to Section 228 of the DGCL.

SIXTH: This Merger shall be effective as of the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(Signature page follows.)

IN WITNESS WHEREOF, said parent corporation has caused this Certificate of Ownership and Merger to be executed in its name as of March 14, 2016.

U.S. HealthWorks, Inc.

By: /s/ Joseph Mallas
Name: Joseph Mallas
Title: President and Chief
Executive Officer

SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
U.S. HEALTHWORKS, INC.,
A DELAWARE CORPORATION,
WITH AND INTO
U.S. HEALTHWORKS HOLDING COMPANY, INC.
A DELAWARE CORPORATION

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. HEALTHWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2803714 8300

SR# 20161739832

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202007486

Date: 03-18-16