

F02000002541

Florida Department of State
Division of Corporations
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BASIC AMENDMENT
HEALTHSTAR FANIZZI, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
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10/15/2002

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TALLAHASSEE, FLORIDA

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10/17/2002 12:00 FAX 305 358 5744

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Department of State 10/16/2002 10:50 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 16, 2002

HEALTHSTAR FANIZZI, INC.
1001 BRICKELL BAY DR., 27TH FLOOR
MIAMI, FL 33131

SUBJECT: HEALTHSTAR FANIZZI, INC.
REF: F02000002541

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6906.

Darlana Connell
Document Specialist

FAX Aud. #: H02000212568
Letter Number: 902A00057626

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

Fax Audit No. E02000212568

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)

F02000002541

Document Number of Corporation (If known)

FILED
OCT 17 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. HEALTHSTAR FANIZZI, INC.

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

2. DELAWARE

(Incorporated under laws of)

3. 05/22/02

(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? MAY 31, 2002

5. FANIZZI ASSOCIATES, 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)

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)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

PAUL R. TYNDALL

DALL
(Typed or printed name)

June 21, 2002

(Date)

VICE PRESIDENT

(Title)

Fax Audit No. H02000212568

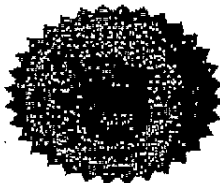
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"FANIZZI ASSOCIATES, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "HEALTHSTAR FANIZZI, INC." UNDER THE NAME OF
"FANIZZI ASSOCIATES, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2002, AT 4:30
O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3521726 8100M

020639001

AUTHENTICATION: 2039126

DATE: 10-16-02
Fax Audit No. H02000212568

Fax Audit No. H02000212568

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:30 PM 05/31/2002
 020350635 - 3521726

**CERTIFICATE OF MERGER
 OF
 FANIZZI ASSOCIATES, INC.
 INTO
 HEALTHSTAR FANIZZI, INC.**

The undersigned corporation DOES HEREBY CERTIFY:

1. That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Fanizzi Associates, Inc.	New Jersey
HealthSTAR Fanizzi, Inc.	Delaware

2. That an Agreement and Plan of Merger (the "Purchase Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger is HealthSTAR Fanizzi, Inc., a Delaware corporation.

4. That the certificate of incorporation of HealthSTAR Fanizzi, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation, and that Article I of the certificate of incorporation shall be amended upon this filing to read as follows: "The name of the corporation is Fanizzi Associates, Inc. (hereinafter called the "Corporation")."

5. The authorized capital stock of each class and series of capital stock is as follows:

<u>Name of Corporation</u>	<u>Number of shares of authorized Capital Stock</u>
Fanizzi Associates, Inc.	2,500 Common Stock, no par value
HealthSTAR Fanizzi, Inc.	3,000 Common Stock, \$0.01 par value

6. That the executed Purchase Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place is 100 Woodbridge Center Drive, Suite 202, Woodbridge, New Jersey 07095.

7. That a copy of the Purchase Agreement will be furnished on request and without cost to any stockholder of any constituent corporation.

NAME: 330014 G70


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3. This Certificate of Merger shall be effective upon filing.

Dated: May 31, 2002.

HEALTHSTAR FANIZZI, INC.

By: 
Name: Paul R. Tyndall
Title: Senior Vice President