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TALLAHASSEE, FLORIDA

FILED

Merger
Tlew's
8-19-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Transcend Services, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lance Cornell

(Contact Person)

Transcend Services, Inc.

(Firm/Company)

One Glenlake Parkway, NE Suite 1325

(Address)

Atlanta, Georgia 30328-3448

(City/State and Zip Code)

For further information concerning this matter, please call:

Lance Cornell

(Name of Contact Person)

At (678) 808-0600

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Transcend Services, Inc.	Delaware	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Medical Dictation, Inc.	Florida	

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 08 / 08 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
May 31, 2008 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
May 31, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Please see attached

This image shows a blank sheet of white paper with horizontal ruling lines. The paper is divided into three equal-width vertical sections by two faint vertical lines. Each section contains ten horizontal lines, creating a grid-like structure for writing or drawing. The lines are evenly spaced and extend across the width of each column.

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Transcend Services, inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Medical Dictation Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Please see attached.

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

Please see attached.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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 at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

N/A

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

N/A

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:

N/A

(Attach additional sheets if necessary)

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 shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

Exhibit A

Agreement of Merger

AGREEMENT OF MERGER

This Agreement of Merger is made and entered into as of the 31st day of May, 2008, by and between Medical Dictation, Inc., a Florida corporation, and Transcend Services, Inc., a Delaware corporation.

SECTION 1 DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the date on which the Merger contemplated by this Agreement of Merger becomes effective pursuant to the laws of the State of Delaware, as determined in accordance with Section 2.2 of this Agreement of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Transcend Services, Inc. as the corporation surviving the Merger.

1.3 Merging Corporation. "Merging Corporation" shall refer to Medical Dictation, Inc.

1.4 Merger. "Merger" shall refer to the merger of the Merging Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Agreement of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Agreement of Merger, at the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with applicable provisions of Delaware law and Florida law. Transcend Services, Inc. shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name "Transcend Services, Inc." The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the Board of Directors and the sole shareholder of the Merging Corporation and by the Board of Directors of the Surviving Corporation on the date hereof.

2.2 Effective Time. The Merger contemplated by this Agreement of Merger shall be effective at 11:59 p.m. on May 31, 2008.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of Transcend Services, Inc. shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

2.6 Officers. The officers of Transcend Services, Inc. shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Merging Corporation shall be canceled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

FURTHER ASSURANCES


Each party to this Agreement of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Agreement of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement of Merger to be executed by their duly authorized officers as of the date first above written.

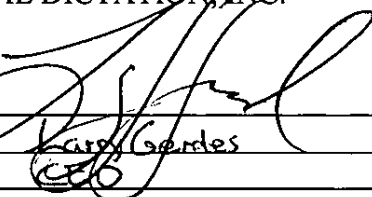
SURVIVING CORPORATION:

TRANSCEND SERVICES, INC.

By: 
Name: Lance Cornell
Title: CFO

MERGING CORPORATION:

MEDICAL DICTATION, INC.

By: 
Name: Gary Gerdes
Title: CEO

**ARTICLES OF MERGER
OF
MEDICAL DICTATION, INC.
(a Florida corporation)
WITH AND INTO
TRANSCEND SERVICES, INC.
(a Delaware corporation)**

Transcend Services, Inc., a corporation organized and existing by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Medical Dictation, Inc.	Florida
Transcend Services, Inc.	Delaware

SECOND: That at the effective time of the merger, Medical Dictation, Inc. shall be merged with and into Transcend Services, Inc., with Transcend Services, Inc. continuing as the surviving corporation. The issued and outstanding shares of Medical Dictation, Inc. shall be canceled by virtue of the Merger at the effective time of the merger, and the separate corporate existence of Medical Dictation, Inc. shall cease to exist. Transcend Services, Inc. shall continue to exist and to be governed under the laws of the State of Delaware under the corporate name "Transcend Services, Inc." The issued and outstanding shares of Transcend Services, Inc. shall remain issued and outstanding and shall be unaffected by the merger.

THIRD: That an Agreement of Merger 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 251 of the Delaware General Corporation Law and Section 607.1103 of the Florida Business Corporation Act.

FOURTH: That the Certificate of Incorporation of Transcend Services, Inc. shall be the Certificate of Incorporation of the surviving corporation.

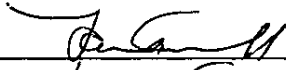
FIFTH: That the executed Agreement of Merger is on file at the principal office of the surviving corporation, the address of which is One Glenlake Parkway, Suite 1325, Atlanta, Georgia 30328.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either constituent corporation.

SEVENTH: The merger shall be effective at 11:59 p.m. on May 31, 2008.

IN WITNESS WHEREOF, Transcend Services, Inc. has caused these Articles of Merger to be executed by its duly authorized officer this 31st day of May, 2008.

TRANSCEND SERVICES, INC.

By: 
Name: Lane Cornell
Title: CEO

5/31/08

**CERTIFICATE OF MERGER
OF
MEDICAL DICTATION, INC.
(a Florida corporation)
WITH AND INTO
TRANSCEND SERVICES, INC.
(a Delaware corporation)**

Transcend Services, Inc., a corporation organized and existing by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Medical Dictation, Inc.	Florida
Transcend Services, Inc.	Delaware

SECOND: That an Agreement of Merger 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 251 of the Delaware General Corporation Law and Section 607.1103 of the Florida Business Corporation Act.

THIRD: That the name of the surviving corporation is Transcend Services, Inc.

FOURTH: That the Certificate of Incorporation of Transcend Services, Inc., a Delaware corporation, which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal office of the surviving corporation, the address of which is One Glenlake Parkway, Suite 1325, Atlanta, Georgia 30328.


SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The merger shall be effective at 11:59 p.m. on May 31, 2008.

[Signature on following page]

IN WITNESS WHEREOF, Transcend Services, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 31st day of May, 2008.

TRANSCEND SERVICES, INC.

By: 
Name: Lance Cornell
Title: CFO

5/31/08

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
TRANSCEND SERVICES, INC.**

WHEREAS, the Board desires to merge Medical Dictation, Inc., a Florida corporation and wholly-owned subsidiary of the Corporation, with and into the Corporation; and

WHEREAS, the Board has considered the foregoing and has reviewed the terms and conditions of the proposed merger (the "Merger") as set forth in the Agreement of Merger substantially in the form attached hereto as Exhibit A (the "Agreement of Merger") and believes that it is advisable and in the best interests of the Corporation that the transactions be consummated substantially in the manner presented therein.

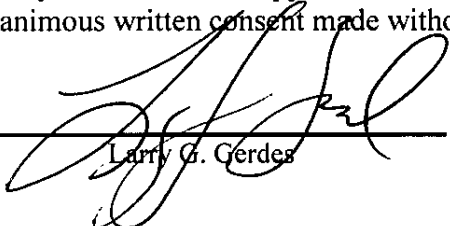
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Merger and approves and adopts the Agreement of Merger and authorizes any officer of the Corporation to execute and deliver the Agreement of Merger on behalf of the Corporation, together with any changes thereto which any such officer, in such officer's sole discretion, deems necessary or appropriate and in the best interests of the Corporation (any such officer's execution thereof containing any such changes being deemed to evidence conclusively such officer's decision that such changes are in the best interests of the Corporation);

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute, file and deliver or cause to be made, executed, filed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

[Signatures on following page]

By the signature of each member of the Board in the space provided below, the Board hereby authorizes and approves all of the actions and the resolutions described herein by unanimous written consent made without a meeting of the Board on May 31, 2008.



Larry G. Gerdes Chairman of the Board of Directors

Joseph G. Bleser Director

Joseph P. Clayton Director

James D. Edwards Director

Walter S. Huff, Jr. Director

Sidney V. Sack Director

Charles E. Thoele Director

By the signature of each member of the Board in the space provided below, the Board hereby authorizes and approves all of the actions and the resolutions described herein by unanimous written consent made without a meeting of the Board on May 31, 2008.

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Chairman of the Board of Directors

Joseph G. Bleser
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Joseph P. Clayton

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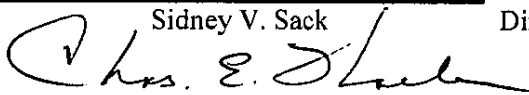
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