

F13931

Florida Department of State
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MERGER OR SHARE EXCHANGE

IMS Mreger Corp.

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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)
IMS Merger Corp.	Oregon	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Intercontinental Medical Services, Inc.	Florida	F13931
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (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 September 30, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 September 30, 2008.

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

(Attach additional sheets if necessary)

[illegible]

~~Intercontinental Medical Services, Inc.~~

Georges C. St. Laurent Jr., President

IMS Merger Corp.

Georges C. St. Laurent Jr., President

PLAN OF MERGER
MERGER OF
INTERCONTINENTAL MEDICAL SERVICES, INC.
WITH AND INTO
IMS MERGER CORP.

1. **Merger and Surviving Corporation.** Intercontinental Medical Services, Inc., a Florida corporation ("IMS"), will merge (the "Merger") with and into IMS Merger Corp., an Oregon corporation (the "Company"), in accordance with this Plan of Merger (this "Plan of Merger") and the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the Oregon Business Corporation Act (the "OBCA"). When the Merger becomes effective, the Company will be the surviving corporation (the "Surviving Corporation") and continue its corporate existence under the laws of the State of Oregon and the separate corporate existence of IMS will cease.

2. **Effective Time.** The Merger shall be effective upon the filing of duly executed Articles of Merger with the Florida Department of State (the "Effective Time").

3. **Terms and Conditions of the Merger.** As of the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the FBCA and the OBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, title to all property of IMS shall vest in the Surviving Corporation and all liabilities of IMS shall become the liabilities of the Surviving Corporation.

4. **Capital Stock.** As a result of the Merger, and without any action on the part of any party to the Merger, (i) each share of Common Stock, no par value, of IMS issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and no payment shall be made with respect thereto and (ii) each share of Common Stock, no par value, of the Company issued and outstanding immediately prior to the Effective Time shall continue to be outstanding as one fully paid and non-assessable share of Common Stock, no par value, of the Surviving Corporation.

5. **Articles of Incorporation of Surviving Corporation.** At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Company in the form in effect immediately before the Effective Time (the "Surviving Charter"); provided, however, that Article I of the Surviving Charter shall be amended at the Effective Time to read as follows:

"The name of the corporation (the "Corporation") is Intercontinental Medical Services, Inc."

6. **Bylaws of Surviving Corporation.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the Bylaws of the Company in the form in effect immediately before the Effective Time (the "Surviving Bylaws"), until thereafter amended as provided in the Surviving Charter, the Surviving Bylaws or the OBCA.