

F 97000000797

CT CORPORATION SYSTEM

CORPORATION(S) NAME

(1) Medical Manager Northeast, Inc. ✓

Medical Manager Southeast, Inc. ✗

Medical Manager Northwest, Inc. ✓

Medical Manager West, Inc. ✓

Medical Manager Midwest, Inc.

Medical Manager Southwest, Inc.

Systems Plus Distribution, Inc.

MERGING INTO: Medical Manager Health Systems, Inc.

FILED
01 MAR 28 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****280.00 *****280.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 MAR 28 AM 11:11
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/28/01

Order#: 3690151

Ref#: _____

EFFECTIVE DATE
03-31-01

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. COULLETTE MAR 29 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDICAL MANAGER SOUTHEAST, INC., a Florida corporation, P94000025556

MEDICAL MANAGER NORTHEAST, INC., a New York corporation not qualified

MEDICAL MANAGER NORTHWEST, INC., a Washington corporation not qualified

MEDICAL MANAGER WEST, INC., a Delaware corporation not qualified

MEDICAL MANAGER MIDWEST, INC., an Indiana corporation not qualified

SYSTEMS PLUS DISTRIBUTION, INC., a California corporation not qualified

MEDICAL MANAGER SOUTHWEST, INC., a Texas corporation not qualified

into

MEDICAL MANAGER HEALTH SYSTEMS, INC., a Delaware entity
F97000000797

File date: March 28, 2001 , effective March 31, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
MEDICAL MANAGER NORTHEAST, INC.
MEDICAL MANAGER SOUTHEAST, INC.
MEDICAL MANAGER NORTHWEST, INC.
MEDICAL MANAGER WEST, INC.
MEDICAL MANAGER MIDWEST, INC.
MEDICAL MANAGER SOUTHWEST, INC.
SYSTEMS PLUS DISTRIBUTION, INC.
(Subsidiary Corporations)
WITH AND INTO
MEDICAL MANAGER HEALTH SYSTEMS, INC.
(Parent Corporation)**

FILED
01 MAR 28 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan of Merger was adopted by the Board of Directors of Medical Manager Health Systems on March 19, 2001. Shareholder approval of the Plan of Merger was not required.
3. The merger will be effective on March 31, 2001.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 19th day of March, 2001.

PARENT CORPORATION:

MEDICAL MANAGER HEALTH
SYSTEMS, INC.

By: Mh H
Marc L. Harrison
Vice President

EFFECTIVE DATE
03-31-01

SUBSIDIARY CORPORATIONS:

MEDICAL MANAGER NORTHEAST,
INC.

By: John P. Sessions
John P. Sessions
Executive Vice President

MEDICAL MANAGER SOUTHEAST,
INC.

By: John P. Sessions
John P. Sessions
Executive Vice President

MEDICAL MANAGER NORTHWEST, INC.

By: John P. Sessions
John P. Sessions
Executive Vice President


MEDICAL MANAGER WEST, INC.

By: John P. Sessions
John P. Sessions
Executive Vice President

MEDICAL MANAGER MIDWEST, INC.

By: John P. Sessions
John P. Sessions
Executive Vice President

MEDICAL MANAGER SOUTHWEST,
INC.

By: 
John P. Sessions
Executive Vice President

SYSTEMS PLUS DISTRIBUTION, INC.

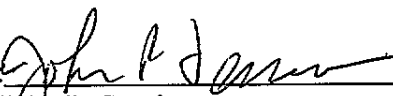
By: 
John P. Sessions
President

EXHIBIT A

PLAN OF MERGER

Pursuant to this Plan of Merger, dated as of the 19th day of March, 2001, each of the following wholly-owned subsidiaries of Medical Manager Health Systems, Inc. ("MMHS"), shall be merged with and into MMHS, a Delaware corporation that was formed under the name "Medical Manager Corporation": Medical Manager Northeast, Inc. ("MMNE"), a New York corporation that was formed under the name "R.T.I. Business Systems, Inc."; Medical Manager Southeast, Inc. ("MMSE"), a Florida corporation that was formed under the name "National Medical Systems, Inc."; Medical Manager Northwest, Inc. ("MMNW"), a Washington corporation that was formed under the name "Adaptive Health Systems of Washington, Inc."; Medical Manager West, Inc. ("MMW"), a Delaware corporation that was formed under the name "Specialized Systems, Inc."; Medical Manager Midwest, Inc. ("MMMW"), an Indiana corporation that was formed under the name "Unico, Inc."; Medical Manager Southwest, Inc. ("MMSW"), a Texas corporation that was formed under the name "Treister Thorne, Inc."; and Systems Plus Distribution, Inc. ("SPD"), a California corporation.

SECTION 1 DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean, for each Merger, the date on which such Merger becomes effective pursuant to the laws of the states of incorporation of the constituent corporations party to such Merger, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to MMHS, a Delaware corporation, which, subsequent to each Merger, shall continue to be known as Medical Manager Health Systems, Inc. in accordance with Section 2.1 of this Plan of Merger.

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to each of MMNE, a New York corporation; MMSE, a Florida corporation; MMNW, a Washington corporation; MMW, a Delaware corporation; MMMW, an Indiana corporation; MMSW, a Texas corporation; and SPD, a California corporation.

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

SECTION 2 TERMS OF THE MERGERS

2.1 The Mergers.

2.1.1 In accordance with the applicable laws of the State of New York, MMNE shall, on the Effective Date, be merged with and into MMHS which shall be the

Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.2 In accordance with the applicable laws of the State of Florida, MMSE shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.3 In accordance with the applicable laws of the State of Washington, MMNW shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.4 In accordance with the applicable laws of the State of Delaware, MMW shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.5 In accordance with the applicable laws of the State of Indiana, MMMW shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.6 In accordance with the applicable laws of the State of Texas, MMSW shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.1.7 In accordance with the applicable laws of the State of California, SPD shall, on the Effective Date, be merged with and into MMHS which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Medical Manager Health Systems, Inc.

2.2 Effective Date. Each Merger contemplated by this Plan of Merger shall be effective on March 31, 2001.

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 Mergers.

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 Medical Manager Health Systems, 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 qualified.

2.6 Officers. The officers of Medical Manager Health Systems, 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 qualified.

2.7 Liabilities. The liabilities and obligations of the Subsidiary Corporations shall be assumed by the Surviving Corporation.

SECTION 3
DESCRIPTION OF OUTSTANDING SHARES OF SUBSIDIARY CORPORATIONS
AND MANNER OF CONVERTING SHARES

3.1 Description of Outstanding Shares of Subsidiary Corporations. The designation and number of outstanding shares of each class of each of the Subsidiary Corporations and the number of shares of each class owned by the Surviving Corporation are as follows:

<u>Subsidiary Corporation</u>	<u>Designation of Each Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
MMNE	Common	MMNE has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1
MMSE	Common	MMSE has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1
MMNW	Common	MMNW has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1

<u>Subsidiary Corporation</u>	<u>Designation of Each Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
MMW	Common	MMW has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1
MMMW	Common	MMMW has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1
MMSW	Common	MMSW has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1
SPD	Common	SPD has issued and outstanding 1 share of common stock or such other shares of its capital stock as are outstanding.	1


3.2 Manner of Converting Shares. On the Effective Date, the issued and outstanding shares of each Subsidiary Corporation shall be cancelled and cease to exist by virtue of the Merger to which such Subsidiary Corporation is party. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Mergers.

SECTION 4
RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of MMSE who, except by virtue of the application of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and dissent from the Merger to which MMSE is a party under the Florida Business Corporation Act may be entitled upon compliance with the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Medical Manager Health Systems, Inc., as the sole shareholder of the Subsidiary Corporations, waives the requirement of the parent corporation to mail a copy of the Plan of Merger to each shareholder of record of the Subsidiary Corporations.

MEDICAL MANAGER HEALTH SYSTEMS,
INC.

By: 

Marc L. Harrison
Vice President