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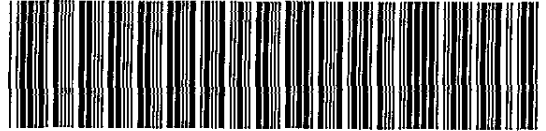
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Merger



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE RELATIONS
TALLAHASSEE, FLORIDA

T BROWN DEC 17 2002



ACCOUNT NO. : 072100000032

REFERENCE : 854980 4332209

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

ORDER DATE : December ¹⁶ 12, 2002

ORDER TIME : 2:12 PM

ORDER NO. : 854980-010

CUSTOMER NO: 4332209

CUSTOMER: Ms. Helen V. Stamatiadis
The Thomson Corporation
One Station Place

Stamford, CT 06902

ARTICLES OF MERGER

THOMSON NEWSPRINT INC.

INTO

THE MEDSTAT GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 16, 2002

CSC

TALLAHASSEE, FL

SUBJECT: THE MEDSTAT GROUP, INC.
Ref. Number: F97000001310

RESUBMIT
Please give original
submission date as file date.

02 DEC 16 PM 4:24
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

We have received your document for THE MEDSTAT GROUP, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 302A00066188

ARTICLES OF MERGER
Merger Sheet

MERGING:

THOMSON NEWSPRINT INC., a Florida entity, M88900

into

THE MEDSTAT GROUP, INC., a Delaware entity F97000001310

File date: December 16, 2002

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
THOMSON NEWSPRINT INC.
AND
THE MEDSTAT GROUP, INC.

FILED
02 DEC 16 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging THOMSON NEWSPRINT INC. with and into THE MEDSTAT GROUP, INC.

2. The shareholders of THOMSON NEWSPRINT, INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 11, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


3. The merger of THOMSON NEWSPRINT INC. with and into THE MEDSTAT GROUP, INC. is permitted by the laws of the jurisdiction of organization of THE MEDSTAT GROUP, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of THE MEDSTAT GROUP, INC. was December 11, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on December 17, 2002.

Executed on December 11, 2002.

THOMSON NEWSPRINT INC.

By:



Kenneth A. Carson
Vice President

THE MEDSTAT GROUP, INC.

By:



Sari Dweck
Vice President

PLAN OF MERGER adopted on December 11, 2002 by resolution of the Board of Directors of THOMSON NEWSPRINT INC., a business corporation organized under the laws of the State of Florida, and adopted on December 11, 2002 by resolution of the Board of Directors of THE MEDSTAT GROUP, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are THOMSON NEWSPRINT INC., a business corporation organized under the laws of the State of Florida, and THE MEDSTAT GROUP, INC., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which THOMSON NEWSPRINT INC. plans to merge is THE MEDSTAT GROUP, INC.

1. THOMSON NEWSPRINT INC. and THE MEDSTAT GROUP, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of THE MEDSTAT GROUP, INC. be merged with and into a single corporation, to wit, THE MEDSTAT GROUP, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of THOMSON NEWSPRINT INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. All of the issued shares in total owned by the sole stockholder of the disappearing corporation shall, upon the complete effective date of the merger, be converted into only one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.