

F99000002705

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Sysyems Medical Management, Inc. merging into: CCN Managed Care, Inc.

FILED  
01 FEB 26 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000003767600--4

02/26/01--01060--021

\*\*\*\*\*87.50 \*\*\*\*\*87.50

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" 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 checked="" 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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/26/01

MS.

Order#: 3684573

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 FEB 26 AM 11:24  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

Q. COULLETTE FEB 26 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SYSTEMS MEDICAL MANAGEMENT, INC., a Florida corporation, K58153

INTO

**CCN MANAGED CARE, INC.**, a Delaware entity, F99000002705

File date: February 26, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
**of**  
**SYSTEMS MEDICAL MANAGEMENT, INC.**  
**into**  
**CCN MANAGED CARE, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is CCN Managed Care, Inc., a Delaware corporation.

SECOND: The name and jurisdiction of the merging corporation is Systems Medical Management, Inc., a Florida corporation

THIRD: The Agreement and Plan of Merger is attached.

FOURTH: The merger shall become effective on the date as prescribed by law.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on January 9, 2001.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on January 9, 2001.

SEVENTH: The principal office of CCN Managed Care, Inc. is 5251 Viewridge Court, San Diego, California 92123, and its registered agent for service of process in Delaware is Corporation Service Company, which is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. CCN Managed Care, Inc. appoints the Secretary of State of the State of Florida as its agent for service of process in connection with any proceeding based on a cause of action with respect to Systems Medical Management, Inc.

EIGHTH: The signatures of each corporation to this merger are set forth below:

Date: 1/11/01

CCN MANAGED CARE, INC.

By: 

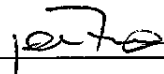
Richard M. Mastaler

Its: President

FILED  
01 FEB 26 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Date: 8/9/01

SYSTEMS MEDICAL MANAGEMENT, INC.

By:   
John M. Franck II  
Its: Vice President

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger, dated as of January 11, 2001, is entered into between CCN MANAGED CARE, INC., a Delaware corporation, and SYSTEMS MEDICAL MANAGEMENT, INC., a Florida corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 607.1101 *et seq.* of the Florida Business Corporation Act.

WITNESSETH that:

WHEREAS, VH Holdings, Inc. is the sole shareholder of CCN Managed Care, Inc. and Systems Medical Management, Inc.;

WHEREAS, Systems Medical Management, Inc. and CCN Managed Care, Inc. desire to merge, with CCN Managed Care, Inc. remaining as the surviving corporation, as specified in this agreement; and

WHEREAS, the registered office of CCN Managed Care, Inc. in the state of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is Corporation Service Company.

NOW, THEREFORE, the parties to this agreement, in consideration of the mutual covenants, agreements and provisions contained in this agreement, do prescribe the terms and conditions of this merger and the mode of carrying it into effect as follows:

FIRST: CCN Managed Care, Inc. merges into itself Systems Medical Management, Inc. and Systems Medical Management, Inc. shall be and is merged into CCN Managed Care, Inc. CCN Managed Care, Inc. shall be the surviving corporation.

SECOND: The Amended and Restated Certificate of Incorporation of CCN Managed Care, Inc., as is in effect on the effective date of the merger, shall continue in full force and effect as the Amended and Restated Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of Systems Medical Management, Inc. into shares of CCN Managed Care, Inc. shall be as follows:

(a) All shares of stock of CCN Managed Care, Inc. that are issued and outstanding on the effective date of this agreement shall remain issued and outstanding.

(b) All shares of stock of Systems Medical Management, Inc. that are issued and outstanding on the effective date of this agreement shall be canceled and no shares of CCN Managed Care, Inc. shall be issued in exchange, because VH Holdings, Inc. is the sole shareholder of both the surviving and disappearing corporations.

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

(a) The bylaws of CCN Managed Care, Inc. as they exist on the effective date of this agreement shall be and remain the bylaws of CCN Managed Care, Inc. until they are altered, amended and repealed as provided in the bylaws of CCN Managed Care, Inc.

(b) The directors and officers of CCN Managed Care, Inc. on the effective date of this agreement shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of stockholders of the surviving corporation and until their successors shall have been elected and qualified.

(c) This merger shall be effective on the date as prescribed by law.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Systems Medical Management, Inc., which is the disappearing corporation, shall be transferred to, vested in and devolve upon CCN Managed Care, Inc. without further act or deed and all property, rights, and every other interest of CCN Managed Care, Inc. and Systems Medical Management, Inc. shall be as effectively the property of CCN Managed Care, Inc. as they were of CCN Managed Care, Inc. and Systems Medical Management, Inc., respectively. Systems Medical Management, Inc. agrees from time to time, as and when requested by CCN Managed Care, Inc. or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as CCN Managed Care, Inc. may deem to be necessary or desirable in order to vest in and confirm to CCN Managed Care, Inc. title to and possession of any property of Systems Medical Management, Inc. acquired or to be acquired by reason of or as a result of the merger provided for in this agreement and otherwise to carry out the intent and purposes of this agreement and the proper officers and directors of Systems Medical Management, Inc. and the proper officers and directors of CCN Managed Care, Inc. are fully authorized in the name of Systems Medical Management, Inc. or otherwise to take any and all such action.

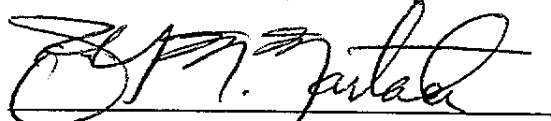
FIFTH: CCN Managed Care, Inc. shall assume the Florida tax liability, if any, of Systems Medical Management, Inc.

SIXTH: The parties agree that it is their intention that this merger constitutes a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused

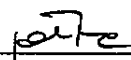
these presents to be executed by an authorized officer of each party to this agreement as the respective act, deed and agreement of each party on this 11 day of January, 2000.

CCN MANAGED CARE, INC.

By:   
Richard M. Mastaler

Its: President

SYSTEMS MEDICAL MANAGEMENT, INC.

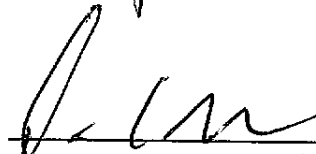
By:   
John M. Franck II

Its: Vice President

**CERTIFICATE OF SECRETARY  
CCN MANAGED CARE, INC.**

I, David L. Denson (Assistant) Secretary of CCN Managed Care, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as the (Assistant) Secretary, that the Agreement and Plan of Merger between CCN Managed Care, Inc. and Systems Medical Management, Inc, a Florida corporation, to which this certificate is attached, was duly signed on behalf of CCN Managed Care, Inc. and was duly adopted pursuant to section 228 of the General Corporations Law of the State of Delaware by the unanimous written consent of the sole stockholder holding 8,017,500 shares of the capital stock of the corporation, which is all of the issued and outstanding shares of capital stock of CCN Managed Care, Inc. having voting power. The Agreement and Plan of Merger was thereby duly adopted as the act of the sole stockholder of CCN Managed Care, Inc. and the act of CCN Managed Care, Inc.

WITNESS, my hand on this 29<sup>th</sup> day of January 2001.

  
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David L. Denson, (Assistant) Secretary