



THE UNITED STATES
CORPORATION
COMPANY

F99000005921

ACCOUNT NO. : 072100000032

REFERENCE : 512959 169734A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1999

EXPIRATION DATE
12/31/99

ORDER TIME : 9:53 AM

Merger

ORDER NO. : 512959-035

CUSTOMER NO: 169734A

600003068226--7

CUSTOMER: Ms. Maureen Nelson
Medquist Inc.
5 Greentree Center
Suite 311
Marlton, NJ 08053

ARTICLES OF MERGER

INFORMED, INC.

INTO

MEDQUIST TRANSCRIPTIONS, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

AJR
11/4/00

**02250, 00524, 00672*

FILED
99 DEC 29 AM 10:03
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 14 AM 10:41
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFORMED, INC., a Florida corporation S21086

into

MEDQUIST TRANSCRIPTIONS, LTD., INC., a New Jersey entity
F99000005921

File date: December 29, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 15, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MEDQUIST TRANSCRIPTIONS, LTD., INC.
Ref. Number: F99000005921

RESUBMIT
Please give original
submission date as file date.

We have received your document for MEDQUIST TRANSCRIPTIONS, LTD., INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The Secretary of State's office does not file Articles of Merger when both of the corporations involved are foreign (out of state) corporations.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00058962

RECEIVED
00 JAN -3 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/99

ARTICLES OF MERGER.

OF

INFORMED, INC.

AND

MEDQUIST TRANSCRIPTIONS, LTD.

FILED
99 DEC 29 AM 10:04
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. Attached hereto and made a part hereof as Exhibit A is the Agreement and Plan of Merger for merging Informed, Inc. with and into MedQuist Transcriptions, Ltd.

2. The shareholders of MedQuist Transcriptions, Ltd. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on December 3, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

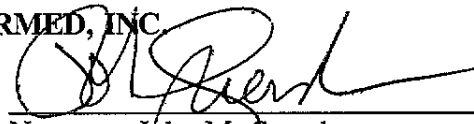
3. The merger of Informed, Inc. with and into MedQuist Transcriptions, Ltd. is permitted by the laws of the jurisdiction of organization of MedQuist Transcriptions, Ltd. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of MedQuist Transcriptions, Ltd. was December 3, 1999.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 1999.

Executed on December 3, 1999.

INFORMED, INC.

By:


Name: John M. Suender
Capacity: Senior Vice President

MEDQUIST TRANSCRIPTIONS, LTD.

By:

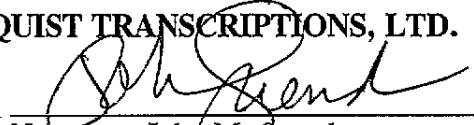

Name: John M. Suender
Capacity: Senior Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

DATED

December 3, 1999

The names of the corporations proposing to merge are MedQuist MRC, Inc.; Transcriptions Ltd. of Georgia; Informed, Inc.; SHMC, Inc.; MedQuist MPI, Inc.; M.L.P. Corporation; TL of Rhode Island; TL of New York, Inc. and Signal Transcription Network, Inc. (the "Transcription Companies") with and into MedQuist Transcriptions, Ltd. As the result of the merger, the separate corporate existence of each of the Transcription Companies shall cease and the surviving corporation shall be MedQuist Transcriptions, Ltd.. The sole shareholder of the surviving corporation shall be MedQuist Inc.

At the effective time of the merger (the "Effective Time"), each share of capital stock of each of the Transcription Companies then issued and outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into and represent the right to receive the per share merger consideration as agreed upon by the parties.

The Certificate of Incorporation and Bylaws of MedQuist Transcriptions, Ltd. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the surviving corporation. The persons serving as the directors and officers of MedQuist Transcriptions, Ltd. immediately prior to the Effective Time shall be the directors and officers of the surviving corporation.

The first annual meeting of the shareholders of the corporation which shall survive the merger, to be held after the effective date of the merger, shall be the annual meeting provided, or to be provided by the Bylaws of the said corporation, for the year 2000.

This agreement and plan of merger shall be acted upon by Unanimous Action of the Board of Directors of MedQuist Transcriptions, Ltd., in the manner prescribed by the New Jersey Business Corporation Act. Upon approval by the Board of Directors, this agreement and plan of merger shall be submitted to the Shareholder of MedQuist Transcriptions, Ltd. for action in the manner prescribed by the New Jersey Business Corporation Act.

This agreement and plan of merger shall be acted upon by Unanimous Action of the respective Board of Directors of each of the Transcription Companies, in the manner prescribed by the General and Business Corporation Law of Missouri; the Florida Business Corporation Act; the General Corporation Law of the State of Delaware; the Rhode Island General Laws, as amended; the Business Corporation Law of the State of New York; the Maryland General Corporation Law and the New Jersey Business Corporation Act. Upon approval by the respective Board of Directors of each of the Transcription Companies, this plan of merger shall be submitted to the respective Shareholders of each of the Transcription Companies for action in the manner prescribed by the General and Business Corporation Law of Missouri; the Florida Business Corporation Act; the General Corporation Law of the State

of Delaware; the Rhode Island General Laws, as amended; the Business Corporation Law of the State of New York; the Maryland General Corporation Law and the New Jersey Business Corporation Act.

If required by applicable law, a meeting of the board of directors of the corporation which shall survive this merger shall be held as soon as practicable after the date on which this merger shall become effective and may be called in the manner provided in the Bylaws of the corporation which shall survive the merger for the calling of special meetings of the board of directors and may be held at the time and place specified in the notice of the meeting.

When the merger shall become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations which are parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever action or belonging to any of the said corporations shall be vested in the corporation which shall survive this merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of the Transcription Companies shall thenceforth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law, or any other actions are necessary or desirable to vest in such corporation, according to the terms hereof, the title to any property or rights of the Transcription Companies, the proper officers and directors of the surviving corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger and otherwise to carry out the purposes of this Certificate of Merger.