

F99000005921

Document Number Only

FILED
00 MAR 21 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

600003177896--6
-03/21/00--01086--003
*****70.00 *****70.00

CORPORATION(S) NAME

Transcriptions, Ltd. of Florida, Inc.
merging into:

Midquist Transcriptions, Ltd

(F99000005921)

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Liability Company | ☐ Annual Report | ☐ Other |
| ☐ Foreign | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Partnership | ☐ Photo Copies | ☐ Fictitious Name |
| ☐ Reinstatement | ☐ CUS | |
| ☐ Limited Liability Partnership | | |
| ☐ Certified Copy | | |
| ☐ Call When Ready | ☐ Call if Problem | ☐ After 3:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

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

3/21

PLEASE RETURN EXTRA COPIES
FILE STATION
THANKS

CONNIE BRYAN

G. COULLIETTE MAR 23 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRANSCRIPTIONS LTD. OF FLORIDA, INC., a Florida corporation, 580446

into

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

File date: March 21, 2000

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

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

We have received your document for MEDQUIST TRANSCRIPTIONS, LTD., INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 800A00015747

3/23

* Please have filing backdated
to: March 21st

Thank You!

RECEIVED
00 MAR 23 PM 1:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
TRANSCRIPTIONS, LTD. OF FLORIDA, INC.
AND
MEDQUIST TRANSCRIPTIONS, LTD.

FILED
00 MAR 21 PM 3:47
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. Attached hereto and made a part hereof as Exhibit A is the Agreement and Plan of Merger for merging Transcriptions, Ltd. of Florida, Inc. with and into MedQuist Transcriptions, Ltd.

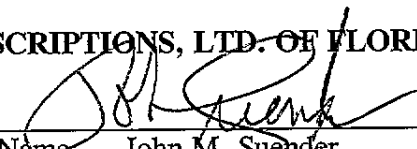
2. The shareholders of MedQuist Transcriptions, Ltd. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on December 3, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business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

3. The merger of Transcriptions, Ltd. of Florida, 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. and Transcriptions, Ltd. of Florida, Inc. 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 March 22, 2000.

Executed on March 13, 2000.

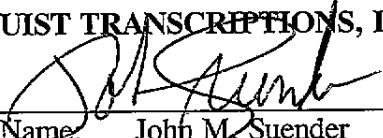
TRANSCRIPTIONS, LTD. OF FLORIDA, INC.

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 Transcriptions, Ltd. of Florida, Inc. with and into MedQuist Transcriptions, Ltd. As the result of the merger, the separate corporate existence of Transcriptions, Ltd. of Florida, Inc. 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 Transcriptions, Ltd. of Florida, Inc. 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 Board of Directors of Transcriptions, Ltd. of Florida, Inc. in the manner prescribed by the Florida Business Corporation Act. Upon approval by the Board of Directors of Transcriptions, Ltd. of Florida, Inc., this plan of merger shall be submitted to the respective Shareholders of Transcriptions, Ltd. of Florida, Inc. in the manner prescribed by the Florida 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 Transcriptions, Ltd. of Florida, Inc. 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 Transcriptions, Ltd. of Florida, Inc., 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.