

CT CORPORATION

H 49349

FILED  
02 FEB 14 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Resources EAP, Inc.

Merging into: Occupational Health Consultants of America, Inc.

<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 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  
02 FEB 14 PM 3:01  
DIVISION OF CORPORATION

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

2/14/02

Order#: 5125371  
300004927903--4  
-02/15/02--01002--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

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

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

C. Coulliette FEB 15 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RRESOURCE EAP, INC., a Florida corporation, H49349

INTO

**OCCUPATIONAL HEALTH CONSULTANTS OF AMERICA, INC.,** a  
Tennessee entity not qualified in Florida.

File date: February 14, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 15, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: RESOURCE EAP INC.  
Ref. Number: H49349

We have received your document for RESOURCE EAP 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 245-6903.

TO Cheryl Coulliette  
Document Specialist

Letter Number: 502A00009505

*From: Ashley Martin*

*Fixed!  
Please refile  
check etc! (2/14/02)*

*Thanks!  
Ashlym.  
2/15/02*

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02 FEB 15 PM 2:05  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# **ARTICLES OF MERGER**

**(Profit Corporations)**

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:

<u>Name</u>	<u>Jurisdiction</u>
OCCUPATIONAL HEALTH CONSULTANTS OF AMERICA, INC.	TENNESSEE

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
RESOURCE EAP, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____

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TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
February 8, 2002 and shareholder approval was not required.

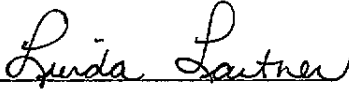
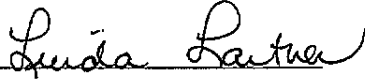
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
February 8, 2002 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Occupational Health Consultants of America, Inc.		Linda Laitner, President
Resource EAP, Inc.		Linda Laitner, President

**PLAN OF MERGER  
FOR THE MERGER OF  
  
RESOURCE EAP, INC.  
INTO  
OCCUPATIONAL HEALTH CONSULTANTS OF AMERICA, INC.**

This Plan of Merger (the "Plan of Merger") is entered into by and between Resource EAP, Inc., a Florida corporation ("REAP"), and Occupational Health Consultants of America, Inc., a Tennessee corporation ("OHCA"), pursuant to which, among other things, REAP will merge with and into OHCA.

The terms and conditions of the Merger are as follows:

- A. The Merger shall be effective upon filing with the Secretary of State of Tennessee (the "Effective Time");
- B. At the Effective Time, the separate existence of REAP shall cease and REAP shall be merged into OHCA and all the property, assets, rights, privileges, powers, franchises and immunities of REAP shall vest in OHCA, and all debts, liabilities and obligations of REAP shall become the debts, liabilities and obligations of OHCA;
- C. At the Effective Time, each share of REAP issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by REAP, OHCA or any other person, be canceled and no cash or rights or securities or other property shall be payable in respect thereof. At the Effective Time, each issued and outstanding share of OHCA shall continue as an issued and outstanding share of OHCA.
- D. The surviving corporation of the Merger shall continue in existence under the "Occupational Health Consultants of America, Inc." corporate name.

- E. The Articles of Incorporation of OHCA shall be the Articles of Incorporation of the surviving corporation.

EXECUTED this 7th day of February, 2002.

RESOURCE EAP, INC.

By Linda Laitner  
Linda Laitner, President

OCCUPATIONAL HEALTH CONSULTANTS  
OF AMERICA, INC.

By Linda Laitner  
Linda Laitner, President