

J03867

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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Darlene
Please file
as original
receipt

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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★ See cover ★

Date
1/4/2010

MERGER OR SHARE EXCHANGE

Cerner Health Connections, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Merger

RECEIVED

2010 JAN -6 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDASECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JAN -4 PM 3:03

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cerner Health Connections, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Susan Bonteski
Contact Person

Rogers Towers, P.A.
Firm/Company

1301 Riverplace Blvd., Suite 1500
Address

Jacksonville, Florida 32205
City/State and Zip Code

Kristen.Whiteley@cerner.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Susan Bonteski
Name of Contact Person

At (904)

346-5556

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Cerner Health Connections, Inc.</u>	<u>Delaware</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>IMC Health Care, Inc.</u>	<u>Florida</u>	<u>J03867</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 1 / 4 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 1/4/2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 1/4/2010.

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

(Attach additional sheets if necessary)

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10 JAN -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

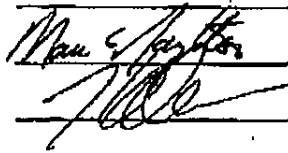
Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Corner Health

Connections, Inc.

IMC Health Care, Inc.



Marc C. Naughton, Vice-President

Todd S. Keller, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of the 4th day of January, 2010, pursuant to Section 264 of the Delaware General Corporation Law and Section 607.1108, Florida Statutes, by and between CERNER HEALTH CONNECTIONS, INC., a Delaware corporation ("CHCI"), and IMC HEALTH CARE, INC., a Florida corporation ("IMC"). CHCI and IMC are referred to collectively herein as the "Parties."

BACKGROUND

Economies of operation and savings in administrative expenses can be achieved by merging CHCI and IMC into a single corporation.

Now, therefore, in consideration of the premises and mutual promises herein made, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

ARTICLE I MERGER PROVISIONS

1.1 Definitions.

(a) "Act" means the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(b) "IMC Share" means a share of the common stock, \$1.00 par value per share, of IMC.

1.2 Basic transaction.

(a) Merger. On and subject to the terms and conditions of this Agreement and Plan of Merger, IMC shall merge with and into CHCI (the "Merger") at the Effective Time. CHCI shall be the corporation surviving the Merger (the "Surviving Corporation").

(b) Closing. The closing of the transactions contemplated by this Agreement and Plan of Merger (the "Closing") shall take place at the offices of Cerner Corporation, in North Kansas City, Missouri, commencing at 2:00 p.m. local time on January 4, 2010 or such other date as the Parties may mutually determine (the "Closing Date").

(c) Actions at Closing. At the Closing, (i) CHCI shall file with the Delaware Secretary of State the Certificate of Merger in the form attached hereto as Exhibit A (the "Certificate of Merger"); (ii) IMC shall file with the Florida Secretary of State Articles of Merger in the form attached hereto as Exhibit B (the "Articles of Merger"), and (iii) each IMC Share shall be cancelled and converted as provided below in this Section 1.2.

(d) Effect of Merger.

(i) General. The Merger shall become effective at the time (the "Effective Time") CHCI and IMC receive confirmation that the Certificate of Merger has been filed with the Delaware Secretary of State and that the Articles of Merger have been filed with the Florida Secretary of State. The Merger shall have the effect set forth in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of any of CHCI and IMC in order to carry out and effectuate the transactions contemplated by this Agreement and Agreement and Plan of Merger.

(ii) Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the Certificate of Incorporation of the Surviving Corporation.

(iii) Bylaws. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the bylaws of the Surviving Corporation.

(iv) Directors and Officers. The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

(v) Conversion of IMC Shares. At and as of the Effective Time, each IMC Share shall be exchanged for cash and each IMC Share shall thereafter be cancelled. No IMC Share shall be deemed to be outstanding or to have any rights as of the Effective Time.

(e) Closing of Transfer Records. After the closing of business on the Closing Date, transfers of any IMC Shares outstanding prior to the Effective Time shall not be made on the stock transfer books of the Surviving Corporation.

1.3 Rights and Obligations of the Surviving Corporation.

(a) Rights. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of CHCI and IMC. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of CHCI and IMC shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of CHCI or IMC shall not revert or in any way be impaired by reason of the Merger.

(b) Obligations. All obligations belonging to or due to CHCI or IMC shall be vested in the Surviving Corporation without further act or deed, and the Surviving

Corporation shall be liable for all obligations of each of CHCI and IMC existing as of the Effective Time.

ARTICLE II
MISCELLANEOUS


2.1 Amendment or Abandonment of Agreement and Plan of Merger. This Agreement and Plan of Merger may be amended or abandoned at any time prior to filing the Certificate of Merger or the Articles of Merger. The procedure for amending or abandoning the Agreement and Plan of Merger shall be the adoption of resolutions to abandon the merger by the Board of Directors of each of CHCI and IMC.

2.2 Severability. Any term or provision of this Agreement and Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

*Remainder of Page Intentionally Left Blank;
Signatures Appear on Separate Page*

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger
as of the date first above written.

CERNER HEALTH CONNECTIONS, INC.,

By: 
Name: MARC G. NAUGHTON
Its: VICE PRESIDENT + Assistant
Treasurer

IMC HEALTH CARE, INC.,
a Florida corporation


Todd S. Keller
President

EXHIBIT A
CERTIFICATE OF MERGER

See attached.

**STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
IMC HEALTH CARE, INC., A FLORIDA CORPORATION
WITH AND INTO
CERNER HEALTH CONNECTIONS, INC., A DELAWARE
CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

1. The name of the surviving corporation is Cerner Health Connections, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is IMC Health Care, Inc., a Florida corporation.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Cerner Health Connections, Inc., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
5. The authorized stock and par value of the non-Delaware corporation is 10,000,000 shares of common stock, par value \$.01 per share.
6. The merger is to become effective on January 4, 2010.
7. The Agreement and Plan of Merger is on file at the office of the surviving corporation located at 2800 Rockcreek Parkway, North Kansas City, Missouri 64117-2551.
8. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 4th day of January, 2010

Cerner Health Connections, Inc.,
a Delaware corporation

By: _____

Name: Marc G. Naughton

Title: Vice President and Assistant Treasurer

EXHIBIT B
ARTICLES OF MERGER

See attached.

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Cerner Health Connections, Inc.</u>	<u>Delaware</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>IMC Health Care, Inc.</u>	<u>Florida</u>	<u>J03867</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 1 / 4 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 1/04/2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 1/04/2004.

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

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

IMC Health Care, Inc.

Max C. Hoffman

Todd S. Keller, President