

J54591

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

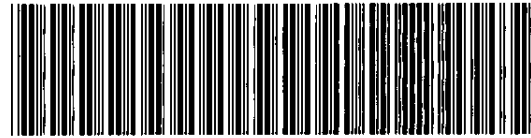
Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



400212270264

09/20/11--01009--002 **78.75

FILED

2011 SEP 20 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TBrown 9-22-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Mediplex Group, 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:

Anne Rider-Legal Department

(Contact Person)

The Mediplex Group, Inc.

(Firm/Company)

101 Sun Ave. NE

(Address)

Albuquerque, NM 87109

(City/State and Zip Code)

For further information concerning this matter, please call:

Anne Rider

(Name of Contact Person)

At (505) 468-5614

(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>The Mediplex Group, Inc.</u>	<u>New Mexico</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>Mediplex Management of Palm</u> <u>Beach County, Inc.</u>	<u>Florida</u>	<u>J54591</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 / / (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 September 7, 2011.

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 September 7, 2011.

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)

FILED
2011 SEP 20 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

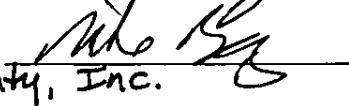
Typed or Printed Name of Individual & Title

The Mediplex Group, Inc.



Michael T. Berg, Secretary

Mediplex Management of:



Michael T. Berg, Secretary

Palm Beach County, Inc.

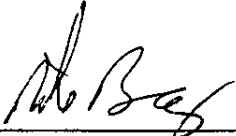
PLAN OF MERGER

1. The Mediplex Group, Inc., which is a business corporation of the State of New Mexico and is the owner of all of the outstanding shares of Mediplex Management of Palm Beach County, Inc., a Florida corporation, and Mediplex of Connecticut, Inc., a Connecticut corporation, hereby merges Mediplex Management of Palm Beach County, Inc. and Mediplex of Connecticut, Inc. with and into The Mediplex Group, Inc. pursuant to the provisions of the Florida Business Corporation Act, the Connecticut Business Corporation Act, and the New Mexico Business Corporation Act.
2. The separate existence of Mediplex Management of Palm Beach County, Inc. and Mediplex of Connecticut, Inc. shall cease at the effective time and date of the merger, and The Mediplex Group, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the New Mexico Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Mexico Business Corporation Act.
4. The directors and officers of the surviving corporation upon the effective merger date of the merger in the State of New Mexico shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. The outstanding shares of Mediplex Management of Palm Beach County, Inc. and Mediplex of Connecticut, Inc. immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
6. Each share of The Mediplex Group, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of The Mediplex Group, Inc.
7. No shares of The Mediplex Group, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
8. The Board of Directors and the proper officers of The Mediplex Group, Inc., Mediplex Management of Palm Beach County, Inc. and Mediplex of Connecticut, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments,

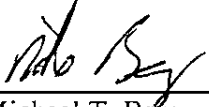
papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be the date of filing of the Articles of Merger with the Secretary of State of New Mexico.

MEDIPLEX MANAGEMENT OF
PALM BEACH COUNTY, INC.

By: 
Name: Michael T. Berg
Its: Secretary

MEDIPLEX OF CONNECTICUT,
INC.

By: 
Name: Michael T. Berg
Its: Secretary

THE MEDIPLEX GROUP, INC.

By: 
Name: Michael T. Berg
Its: Secretary