

# J63297

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Cohen Systems, Inc. merging into: PrimeVision Health, Inc.

02 JAN -9 PM 4:32  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

FILED

<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 checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
	<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		

02 JAN -9 PM 12:37

RECEIVED

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

1/9/02

Order#: 5038340

400004762584--9

-01/09/02--01037--021

Ref#: \*\*\*\*\*78.75 \*\*\*\*\*78.75

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

*Merger*  
*1-9-02*  
*MS*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COHEN SYSTEMS, INC., a Florida corporation, J63297

INTO

**PRIMEVISION HEALTH, INC.**, a Delaware entity not qualified in Florida

File date: January 9, 2002

Corporate Specialist: Doug Spidler

**ARTICLES OF MERGER**  
**COHEN SYSTEMS, INC.**  
**into**  
**PRIMEVISION HEALTH, INC.**

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:

<u>Name</u>	<u>Jurisdiction</u>
PrimeVision Health, Inc.	Delaware

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Cohen Systems, Inc.	Florida

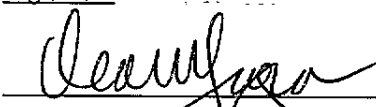
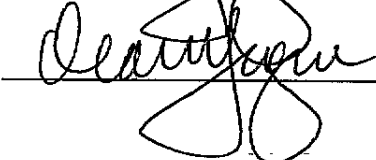
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on ~~xxxx/xxxx/xxxx~~ the date these Articles of Merger are filed.

**Fifth:** The Plan of Merger was adopted by the board of directors of PrimeVision Health, Inc., the surviving corporation, on January 8, 2002, and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the board of directors of Cohen Systems, Inc., the merging corporation, on January 8, 2002, and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
PrimeVision Health, Inc.		Dean J. Yimoyines President
Cohen Systems, Inc.		Dean J. Yimoyines <del>President</del> Chairman

**FILED**  
02 JAN -9 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
PrimeVision Health, Inc.	Delaware

2. The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Cohen Systems, Inc.	Florida

3. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

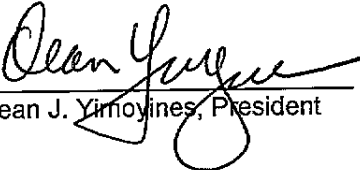
Shares of Cohen Systems, Inc. cancelled.

4. Other provisions relating to the merger are as follows: None.

**PARENT:**

PRIMEVISION HEALTH, INC.

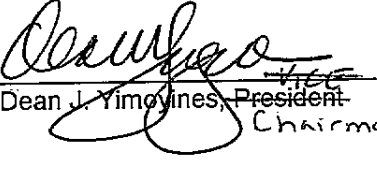
By:

  
Dean J. Yimoyines, President

**SUBSIDIARY:**

COHEN SYSTEMS, INC.

By:

  
Dean J. Yimoyines, President  
Chairman