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MERGER OR SHARE EXCHANGE

HEALTHSTUDIO, LLC

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**ARTICLES OF MERGER
OF
PHOENIX HEALTHCARE INTELLIGENCE, LLC - m02.103
INTO
HEALTHSTUDIO, LLC - L03-3100**

THE UNDERSIGNED, as duly authorized representatives of Healthstudio, LLC, a Florida limited liability company ("Healthstudio"), and Phoenix Healthcare Intelligence, LLC, a Delaware limited liability company ("PHI"), and for the purpose of complying with the provisions of Sections 607.1108 and 608.4382 of the Florida Statutes and in order to effectuate the merger of PHI into Healthstudio, with Healthstudio as the surviving entity (the "Surviving Entity"), hereby certify as follows:

FIRST: The name of the Surviving Entity is Healthstudio, LLC, and the jurisdiction of its organization is the State of Florida, the laws of which permit this merger. Its principal place of business is 6810 New Tampa Highway, Lakeland, Florida 33815.

SECOND: The name and place of organization of the entity being merged into the Surviving Entity is Phoenix Healthcare Intelligence, LLC, a limited liability company organized in the jurisdiction of the State of Delaware, the laws of which permit this merger. Its principal place of business is 6810 New Tampa Highway, Lakeland, Florida 33815.

THIRD: An Agreement and Plan of Merger that meets all the requirements of Sections 608.438 and 607.1108 was adopted by each entity that is a party to this merger and is attached hereto as Exhibit A.

FOURTH: The Agreement and Plan of Merger was approved by the Managing Member and the Members of Healthstudio as of May 26, 2006 in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FIFTH: The Agreement and Plan of Merger was approved by the Managing Member and all of the Members of PHI as of May 26, 2006 in accordance with the applicable provisions of Section 18-209 of the Delaware Code.

SIXTH: The merger of PHI into Healthstudio shall be effective on May 26, 2006 at 11:59 p.m.

[Signature blocks appear on the following page]

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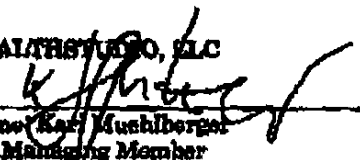
IN WITNESS WHEREOF, the undersigned have executed this document as of the
26th day of May, 2006.

PHOENIX HEALTHCARE INTELLIGENCE, LLC

By: 

Name: David Robinson
Its Managing Member

HEALTHSTUDIO, LLC

By: 
Name: Karl Munkelberg
Its Managing Member

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Exhibit A
Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER
OF
PHOENIX HEALTHCARE INTELLIGENCE, LLC
INTO
HEALTHSTUDIO, LLC**

This Agreement and Plan of Merger ("Merger Agreement") is entered into as of the 26th day of May, 2008 by and between Phoenix Healthcare Intelligence, LLC, a Delaware limited liability company ("PHI"), and Healthstudio, LLC, a Florida limited liability company ("Healthstudio").

RECITALS

WHEREAS, PHI is a limited liability company duly organized and existing under the laws of the State of Delaware;

WHEREAS, Healthstudio is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, the laws of the State of Florida permit a merger of a Delaware limited liability company with and into a Florida limited liability company;

WHEREAS, the Managing Member and the Members of PHI deem it advisable and in the best interests of PHI that PHI merge with and into Healthstudio (the "Merger");

WHEREAS, the Managing Member and the Members of Healthstudio deem it advisable and in the best interests of Healthstudio that PHI merge with and into Healthstudio; and

WHEREAS, the Managing Member and the Members of PHI and the Managing Member and the Members of Healthstudio, each by resolutions duly adopted, have approved of the Merger upon the terms and conditions of this Merger Agreement and directed that PHI merge into Healthstudio upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes and the Delaware Code.

In consideration of the premises and the terms and conditions set forth in this Merger Agreement, the parties agree as follows:

AGREEMENT

1. **Merger of the PHI and Healthstudio; Effect of Merger.** Pursuant to the laws of the State of Florida and the laws of the State of Delaware, and subject to and in accordance with the terms and conditions of this Merger Agreement, PHI and Healthstudio shall merge. The Merger shall be effective at 11:59 p.m. on May 26, 2006 ("Effective Date"). On the Effective Date, PHI and Healthstudio shall be merged in the manner and with the effect provided by Sections 607.1108 and 608.436 of the Florida Statutes and by Section 18-209 of the Delaware Code. The separate existence of PHI shall cease and Healthstudio shall be the surviving entity (the "Surviving Entity").

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2. **Cancellation of PHI's Membership Interests.** On the Effective Date, all of the Membership Interests of PHI shall be cancelled in exchange for an aggregate amount of \$1,000.

3. **Formation Documents.** On the Effective Date, (a) the Articles of Organization of Healthstudio shall be the Articles of Organization of the Surviving Entity, (b) the Operating Agreement of Healthstudio shall be the Operating Agreement of the Surviving Entity, and (c) the Managing Member of Healthstudio, which is Karl Muehlberger and whose address is 6810 New Tampa Highway, Lakeland, Florida 33815, shall be the Managing Member of the Surviving Entity.

4. **Successors and Assigns.** This Merger Agreement shall inure to the benefit of and be binding upon the successors and assigns of each party.

5. **Amendment and Waiver.** No supplement, modification or amendment of, or waiver with respect to, this Merger Agreement shall be binding unless executed in writing.

6. **Headings.** The headings in this Merger Agreement are solely for convenience of reference and shall not limit or otherwise affect the meaning of this Merger Agreement.

7. **Severability and Conflicts.** If one or more of the provisions of this Merger Agreement or any application thereof is declared invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions and any application thereof will in no way be affected or impaired.

8. **Entire Agreement.** This Merger Agreement supersedes all prior agreements, understandings, negotiations and discussions, whether oral or written, of the parties with respect to such subject matter.

9. **Counterparts.** This Agreement may be executed in counterparts, each of which will be considered an original, but all of which together will constitute the same instrument.

[Signature blocks appear on the following page.]

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The parties have executed this Merger Agreement as of the date first set forth above.

FIDELITY HEALTHCARE INTELLIGENCE, LLC

By: 

Name: David Robinson

Its: Managing Member

HEALTHSTUDIOS, LLC

By: 

Name: Karl Muehlberger

Its: Managing Member

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