

L04 000024886

(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



000038225330

06/29/04--01037--019 **90.00

RECEIVED

04 JUN 29 AM 11:41

DIVISION OF CORPORATION

FILED

04 JUN 29 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED DATE
7/1/04

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

04 JUN 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CONTACT: CINDY

DATE: 6-29-04

REF. #: 0472.27630

CORP. NAME: HEALTHHELP, INC. merging into HEALTHHELP, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 508681 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382 of the Florida Statutes.

FILED
04 JUN 29 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The exact name, street address of its principal office, jurisdiction, and entity type for each **merging party** are as follows:

- | | <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|----|--|---------------------|---------------------------|
| 1. | HealthHelp, Inc.
10700 North Hwy.
Suite 900
Houston, TX 77037-1109 | Delaware | Corporation |
| | Delaware Document/Registration Number: <u>2384840</u>
FEI Number: <u>76-0429756</u> | | |
| | | <u>Jurisdiction</u> | <u>Entity Type</u> |
| 2. | HealthHelp, LLC
201 S. Biscayne Blvd.
34 th Floor
Miami, FL 33131 | Florida | Limited liability company |
| | Florida Document/Registration Number: <u>L04000024886</u>
FEI Number: <u>20-0948131</u> | | |

ARTICLE II

The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving entity** are as follows:

- | | <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|----|--|---------------------|---------------------------|
| 1. | HealthHelp, LLC
201 S. Biscayne Blvd.
34 th Floor
Miami, FL 33131 | Florida | Limited liability company |
| | Florida Document/Registration Number: <u>L04000024886</u>
FEI Number: <u>20-0948131</u> | | |

ARTICLE III

The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438 of the Florida Statutes, as the case may be, and was approved by HealthHelp, LLC, a Florida limited liability company and HealthHelp, Inc., a Delaware corporation, both parties to the merger.

ARTICLE IV

The attached Plan of Merger was approved by HealthHelp, Inc., a Delaware corporation and HealthHelp, LLC, a Florida limited liability company, in accordance with the respective laws of all applicable jurisdictions.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of HealthHelp, LLC, a Florida limited liability company and party to the merger.

ARTICLE VI

The merger shall become effective as of the start of business on July 1, 2004.

ARTICLE VII

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ARTICLE VIII:

The parties agree, by and through the undersigned, to execute these Articles.

HealthHelp, Inc.

HealthHelp, LLC

By: 

Cheryl Farnsworth,
Chief Executive Officer

By: 

Edward R. Mashek, Jr.,
Authorized Representative

PLAN OF MERGER

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202 of the Florida Statutes, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201 of the Florida Statutes.

SECTION 1

The **merging** parties are HealthHelp, Inc., a Delaware corporation and HealthHelp, LLC, a Florida limited liability company.

SECTION 2

The **surviving party** is HealthHelp, LLC, a Florida limited liability company.

SECTION 3

The terms and conditions of the merger including the manner and basis of conversion are specifically set forth in the Merger Agreement by and between HealthHelp, Inc., a Delaware corporation and HealthHelp, LLC, a Florida limited liability company and available upon request. A summary, however, is as follows:

No holder of shares of stock or options or rights to acquire shares of stock of HealthHelp, Inc. shall receive any equity or ownership interest in HealthHelp, LLC pursuant to this merger. Rather, only certain creditors ("Creditors") of HealthHelp, Inc. will receive 20% of the membership interests in HealthHelp, LLC subject to the terms of the Operating Agreement of HealthHelp, LLC. These Creditors may also have been shareholders of HealthHelp, Inc. prior to the merger.

As a result of the merger, the separate existence, certificate of incorporation, and bylaws of HealthHelp, Inc. shall cease to exist and/or be in effect. Conversely, the Articles of Organization of the HealthHelp, LLC shall remain in effect, with no amendment required on account of the merger.

SECTION 4

The initial board of managers for HealthHelp, LLC are Edward R. Mashek, Jr., of 201 S. Biscayne Blvd., 34th Floor, Miami, Florida, 33131 and Keith Trowbridge of 2421 SE Bahia Way, Stuart, Florida, 34996. After the merger, however, the Creditors will appoint one person to the Board as provided in the Operating Agreement of HealthHelp, LLC.

SECTION 5

The laws of Delaware which govern HealthHelp, Inc. require the following:

The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at c/o Ferrell Schultz Carter & Fertel, P.A., 201 S. Biscayne Blvd., 34th Floor, Miami, Florida 33131, Attention: Steve L. Waserstein.

HealthHelp, Inc.

By: 

Cherrell Farnsworth,
Chief Executive Officer

HealthHelp, LLC

By: 

Edward R. Mashek, Jr.,
Authorized Representative