

FEB. 11. 2008 1:05PM ns FERRELL LAW P. A.

NO. 187 Pa.P. 1 of 1

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

From: Account Name : FERRELL GROUP CORPORATE SERVICES, L.L.C.
Account Number : I20020000141
Phone : (305) 371-8585
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

HealthHelp LLC, a Florida corporation

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$117.50

85.00

D. BRUCE

FEB 11 2008

EXAMINER

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Corporate Filing Menu

Help

CERTIFICATE OF MERGER OF
HEALTHHELP HOLDING, LLC
INTO
HEALTHHELP, LLC

204000027964

204000024886

The following Certificate of Merger of HealthHelp Holding, LLC into HealthHelp, LLC
is submitted to merge those Florida limited liability companies in accordance with s.
608.4382, Florida Statutes.

First: The exact name, entity type and jurisdiction of each merging party is as
follows:

HealthHelp Holding, LLC, a Florida limited liability company, the target entity

and

HealthHelp, LLC, a Florida limited liability company, the surviving entity

Second: The exact name, entity type and jurisdiction of the surviving party is as
follows:

HealthHelp LLC, a Florida limited liability company.

Third: The attached Plan of Merger was approved by each limited liability
company that is a party to the merger in accordance with the applicable provisions of
Chapter 608, Florida Statutes and each of their respective governing instruments.

Fourth: The effective date of the merger is the date of filing by Florida
Department of State.

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[SIGNATURE PAGE TO CERTIFICATE OF MERGER OF HEALTHHELP
HOLDING, LLC INTO HEALTHHELP, LLC]

Fifth: Below are Signatures of each party to the Merger:

HealthHelp, LLC:

By: *Cherrill Earnsworth*
Cherrill Earnsworth, CEO
(and authorized representative)

HealthHelp Holding, LLC:

By: *Edward R. Mashak, Jr.*
Edward R. Mashak, Jr., Manager
(and authorized representative)

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Plan of Merger

First: The exact name, entity type and jurisdiction of each merging party is as follows:

HealthHelp Holding, LLC, a Florida limited liability company ("Target")

and

HealthHelp, LLC, a Florida limited liability company ("Surviving Entity")

Second: The exact name, entity type and jurisdiction of the surviving party is as follows:

HealthHelp, LLC, a Florida Limited Liability Company

Third: The terms and conditions of the merger are as follows:

Immediately prior to the merger: (a) There are two members in Target, Edward Mashek, Jr. who owns 75% of the membership interests in Target (the "Majority Owner") and Cheryl Farnsworth who owns 25% of the membership interests in Target (the "Minority Member") which members and their respective interests are subject to the terms of the governing documents of Target; (b) Target owns 800 Class A Member Units in Surviving Entity (as further described and defined in the governing documents of the Surviving Entity) which represents 100% of the total issued and outstanding Class A member units in Surviving Entity, (c) Target also owns 100 Class C Member Units in Surviving Entity (as further described and defined in the governing documents of Surviving Entity) which represents 100% of the total issued and outstanding Class C member units in Surviving Entity; and (d) a separate group of entities and/or individuals

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(collectively, the "Other Members") own 200 Class B Member Units in Surviving Entity (as further described and defined in the governing documents of Surviving Entity) which represents 100% of the total issued and outstanding Class B member units.

As of and immediately following the effective date of the merger (the date of filing of the Certificate of Merger): (a) the Majority Owner will be the holder and owner of 600 Class A Member Units and 100 Class C Member Units in the Surviving Entity, (b) the Minority Owner will own the remaining 200 Class A Member Units in the Surviving Entity, (c) the Other Members will continue to own 200 Class B member units in the Surviving Entity, (d) the Target will cease to exist, (e) HealthHelp, LLC will be the surviving entity, and (e) the Majority Owner, the Minority Owner and the Other Members and each of their respective interests in the Surviving Entity will be subject to the terms and conditions of the governing documents of the Surviving Entity, as amended, including, without limitation, the articles of organization and the applicable operating agreement, as amended.

All of the members and board of managers of the Target and the Surviving Entity have unanimously approved this merger and the plan of merger. No other approvals are necessary to effectuate the merger.

Fourth: The manner and basis of converting the interests of the merged party (the Target) into interests of the survivor (the Surviving Entity) is as follows. Pursuant to the Plan of Merger, the Majority Holder will exchange all of his membership interests in Target for 600 Class A Member Units and 100 Class C Member Units in HH and the Minority Holder will exchange all of her membership interests in HH Holding for 200 Class A Member Units in HH.

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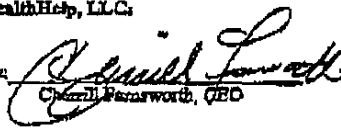
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SIGNATURE PAGE TO PLAN OF MERGER OF HEALTHHELP HOLDING
LLC INTO HEALTHHELP, LLC

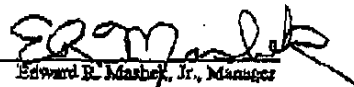
HealthHelp, LLC:

By:


Cheryl Farnsworth, CEO

HealthHelp Holding, LLC:

By:


Edward R. Mashek, Jr., Manager

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