

L04 000024886

Florida Department of State
Division of Corporations
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Division of Corporations
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RE-SUBMIT

Please retain original filing
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MERGER OR SHARE EXCHANGE

HealthHelp Formation, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
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May 29, 2008 08:00 AM
Secretary of State

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Help

T. HAMPTON

JUN - 2 2008

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5/29/2008

EXAMINER



May 30, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROBERT MIER, LLC
8026 27TH AVENUE NORTH
ST. PETERSBURG, FL 33710

SUBJECT: ROBERT MIER, LLC
REF: L04000024866

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet:

Which entity is the surviving Limited Liability Company is it HealthHelp Foundation, LLC or HealthHelp, LLC. You list HealthHelp Foundation, LLC in the first sections, and then in the second section you list HealthHelp, LLC.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H08000140410
Letter Number: 308A00033921

RECEIVED
2008 MAY 30 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
May 29, 2008 08:00 AM
Secretary of State

CERTIFICATE OF MERGER OF

HEALTHHELP, LLC
(a Florida limited liability company)

WITH AND INTO

HEALTHHELP FORMATION, LLC
(a Delaware limited liability company)

The following Certificate of Merger of HealthHelp, LLC into HealthHelp Formation, LLC is submitted pursuant to Section 608.4382, Florida Statutes and pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: ^{L040000624886} The exact name, entity type and jurisdiction of each merging party is as follows: (i) HealthHelp, LLC, a Florida limited liability company, the target entity, and (ii) HealthHelp Formation, LLC, a Delaware limited liability company, the surviving entity.

SECOND: The exact name, entity type and jurisdiction of the surviving party is as follows: HealthHelp Formation, LLC, a Delaware limited liability company (the "Surviving 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 Section 18-209 of the Delaware Limited Liability Company Act.

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

FIFTH: The principal office and mailing address of the Surviving Company is located at 654 N. Sam Houston Parkway East, Suite 340, Houston, TX 77060, Attention: President.

SIXTH: The Surviving Company agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

SEVENTH: Below are signatures of each party to the merger:

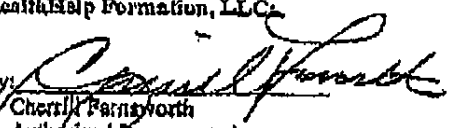
HealthHelp, LLC:

By:


Cheryl Parnsworth
Authorized Representative

HealthHelp Formation, LLC:

By:


Cheryl Parnsworth
Authorized Representative

PLAN OF MERGER

FIRST: The exact name, entity type and jurisdiction of each merging party is as follows: (i) HealthHelp, LLC, a Florida limited liability company (the "Target") and HealthHelp Formation, LLC, a Delaware limited liability company (the "Surviving Company").

SECOND: The exact name, entity type and jurisdiction of the Surviving Company is as follows: HealthHelp Formation, LLC, a Delaware limited liability company.

THIRD: Immediately prior to the merger, the Target has formed the Surviving Company under the laws of the State of Delaware. Pursuant to the merger, the Target will merge with and into the Surviving Company. After the merger, the Target will cease to exist. All of the members and managers of the Target and the Surviving Company have unanimously approved the merger and this plan of merger. No other approvals are necessary to effectuate the merger.

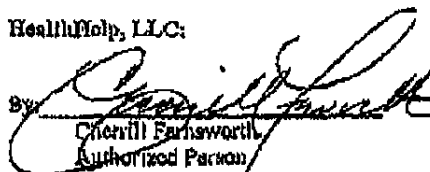
FOURTH: The manner and basis of converting the interests of the Target into interests of the Surviving Company is as follows: pursuant to the plan of merger, each of the issued and outstanding member units (including any fractional units) of the Target shall be exchanged for the same number and class (including any fractional units) of validly issued member units of the Surviving Company so that, immediately after the merger, the respective membership interests in Target immediately prior to the merger shall be the respective membership interests in the Surviving Company at and immediately following the merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate and Plan of Merger to be signed this 27th day of May, 2008.

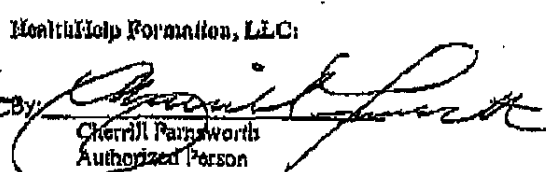
HealthHelp, LLC:

HealthHelp Formation, LLC:

By:


Cherrill Farnsworth
Authorized Person

By:


Cherrill Farnsworth
Authorized Person

FILED
May 29, 2008 08:00 AM
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