

L07205

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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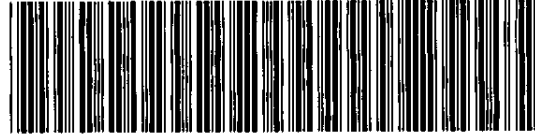
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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15 DEC 23 PM 4:32

Return
12/29/15

Date: 12/23/2015

Account #: I20000000088

Name: Darian Shump

Reference #: N408104

ENTITY NAME: ADVANCED MEDICAL PERSONNEL SERVICES, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

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Authorized Amount: 78.75

Signature: 

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

Telephone: (866) 625-0838 Fax: (866) 625-0839 International +1 (212) 947-7200

E-Mail: info@nationalcorp.com Website: www.nationalcorp.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2015

NATIONAL CORPORATE RESEARCH, LTD
% DARIAN SHUMP
115 NORTH CALHOUN STREET, STE #4
TALL., FL 32301

SUBJECT: ADVANCED MEDICAL PERSONNEL SERVICES, INC.
Ref. Number: L07205

We have received your document for ADVANCED MEDICAL PERSONNEL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return 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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 615A00026925

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Advanced Medical Personnel Services, Inc.	Florida	L07205

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Advanced Medical Acquisition Corp.	Delaware	N/A

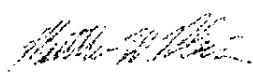
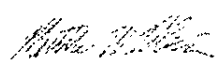
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 31, 2015.

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 23, 2015 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the Board of Directors and the sole stockholder of the merging corporation by joint written consent on December 23, 2015.

Seventh: Signature for each corporation:

Name of Corporation	Signature of an Officer of Director	Typed or Printed Name fo Individual and Title
Advanced Medical Acquisition Corp.		Matthew W. Blevins, Vice President and Secretary
Advanced Medical Personnel Services, Inc.		Matthew W. Blevins, Vice President and Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607/1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Advanced Medical Personnel Services, Inc. (" AMPS ")	Florida	L07205

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Advanced Medical Acquisition Corp. (" Acquisition Corp. ")	Delaware	N/A

Third: The terms and condition for the merger are as follows:

- (a) The merger shall become effective on December 31, 2015 (the "**Effective Date**")
- (b) The Certificate of Incorporation of AMPS as it shall exist on the Effective Date shall be the Certificate of Incorporation of the surviving corporation until the same shall be altered, amended or repealed as therein provided;
- (c) The Bylaws of AMPS as it shall exist on the Effective Date shall be the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided;
- (d) Upon Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Acquisition Corp. shall be transferred to, be vested in, and devolved upon AMPS without further act or deed and all property, rights, and every other interest of Acquisition Corp. shall be as effectively the property of AMPS as they were of Acquisition Corp. Acquisition Corp. hereby agrees from time to time, as and when requested by AMPS or by its successors or assigns, to execute and deliver or cause to be taken such further or other action as AMPS may deem necessary or desirable in order to vest in and confirm to AMPS title to and possession of any property of the merged company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of Acquisition Corp., and the proper officers and directors of AMPS are fully authorized in the name of Acquisition Corp. or otherwise to take such action.

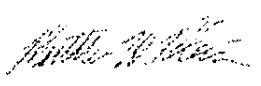
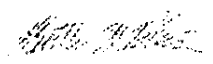
Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole

shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) After the Effective Date, each share of common stock of Acquisition Corp. which shall be outstanding on the Effective Date, and all rights in respect thereof, shall forthwith be changed and converted into one (1) share of common stock of AMPS. All of the shares of Acquisition Corp. that shall be held in the treasury of the Acquisition Corp. shall cease to exist and any certificates representing such shares shall be cancelled;

(b) After the Effective Date, each holder of an outstanding certificate representing shares of common stock of Acquisition Corp., shall surrender the same to AMPS and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of AMPS on the basis provided herein. Until so surrendered, the outstanding shares of the stock of Acquisition Corp. to be converted into the stock of AMPS as provided herein, may be treated by AMPS for all corporate purposes as evidencing the ownership of shares of AMPS as though said surrender and exchange has taken place. After the Effective Date, each registered owner of any uncertificated shares of common stock of Acquisition Corp., shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of AMPS on the basis provided herein.

Fifth: Signature for each corporation:

Name of Corporation	Signature of an Officer of Director	Typed or Printed Name fo Individual and Title
Advanced Medical Acquisition Corp.		Matthew W. Blevins, Vice President and Secretary
Advanced Medical Personnel Services, Inc.		Matthew W. Blevins, Vice President and Secretary