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Division of Corporations

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(FAX) 845 818-3588

P.001/007

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : VCORP SERVICES, LLC
Account Number : I20080000067
Phone : (845) 428-0077
Fax Number : (845) 818-3588

EFFECTIVE DATE 12-31-2011

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
AMERICAN HEALTHCARE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

RECEIVED

13 DEC 20 AM 8:00

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TALLAHASSEE, FLORIDA

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B. BOSTICK

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EXAMINER

12/15/2011

**CERTIFICATE OF MERGER
OF
VISIONARY HEALTHWARE, LLC
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

L09000035082

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes.

FIRST: American Healthcare Holdings, Inc., a Delaware corporation is the surviving corporation ("Surviving Corporation").

SECOND: Visionary HealthWare, LLC, a Florida limited liability company is the merging party ("Visionary HealthWare").

THIRD: The attached plan of merger has been approved, adopted, certified, executed, and acknowledged by Visionary HealthWare in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by the Surviving Corporation in accordance with the applicable laws of the State of Delaware.

FIFTH: The effective date of this Certificate of Merger shall be December 31, 2011 at 11:59 p.m. EST.

SIXTH: An executed copy of the Merger Agreement is on file at the principal office and place of business of the Surviving Corporation, located at 125 High Street, 14th Floor, Boston, Massachusetts 02110.

SEVENTH: The Surviving Corporation agrees to pay to any members with appraisal rights the amount to which such members are entitled under Section 608.4351 through Section 608.43595 of the Florida Statutes.

EIGHTH: The Surviving Corporation appoints the Secretary of State of the State of Florida as its agent for service of process pursuant to Section 608.4382 of the Florida Statutes, in any proceeding to enforce any obligations of Visionary HealthWare, including any appraisal rights of its members under Section 608.4351 through Section 608.43595 of the Florida Statutes.

NINTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

TENTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the certificate of incorporation of the surviving corporation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, American Healthcare Holdings, Inc. and Visionary HealthWare, LLC have caused this Certificate of Merger to be signed by an authorized officer or person, on the twelfth day of December, 2011.

**AMERICAN HEALTHCARE HOLDINGS, INC., a
Delaware corporation**



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc.

**VISIONARY HEALTHWARE, LLC, a Florida
limited liability company**



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc., its sole Manager, and sole
Member

11 DEC 20 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
MERGING
VISIONARY HEALTHWARE, LLC
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

DATED AS OF DECEMBER 12, 2011

This Agreement and Plan of Merger has been prepared in accordance with Section 608.438 of the Florida Limited Liability Company Act ("FLLLCA") and Section 264 of the Delaware General Corporation Law ("GCL").

1. **The Merger; Surviving Corporation.** Visionary HealthWare, LLC, a Florida limited liability company ("Visionary HealthWare"), shall be merged with and into American Healthcare Holdings, Inc., a Delaware corporation (the "Company") (the transaction referred to as the "Merger"), and thereupon the separate existence of Visionary HealthWare shall cease, and the Company, as the surviving corporation, shall continue to exist and be governed by the Delaware General Corporation Law.

2. **Effective Time of Merger; Rights and Obligations.** The Merger shall be effective as of December 31, 2011 at 11:59 p.m. EST (the "Effective Date"). As of the Effective Date, the Company shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal, and mixed), restrictions, disabilities, duties, and debts of the Company and Visionary HealthWare.

3. **Certificate of Incorporation; Bylaws.**

(a) The Certificate of Incorporation of the Company that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Company as of and after the Effective Date.

(b) The Bylaws of the Company that are in effect immediately prior to the Effective Date shall be the Bylaws of the Company as of and after the Effective Date.

4. **Directors and Officers.** The directors of the Company immediately prior to the Effective Date shall be the directors of the Company, and the officers of the Company immediately prior to the Effective Date shall be the officers of the Company as of and after the Effective Date; in each case, such directors and officers shall serve until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and the Bylaws of the Company, or until their earlier resignation or removal.

5. **Membership Interest Conversion.** As of the Effective Date, each membership interest in Visionary HealthWare outstanding immediately prior to the Effective Date shall automatically be canceled by virtue of the Merger and without any additional action on the part of the Company or Visionary HealthWare.

6. **Further Assurance of Title.** From time to time, as and when requested by the Company or by its successors and assigns, there shall be executed and delivered on behalf of

Visionary HealthWare such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in the Company the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Visionary HealthWare and otherwise carry out the purposes of this Agreement and Plan of Merger, and the directors and appropriate officers of the Company is fully authorized in the name and on behalf of Visionary HealthWare or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. **Prior Corporate Acts.** All corporate acts, plans, policies, contracts, approvals, and authorizations of each of Visionary HealthWare and the Company, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers, and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the Company and shall be as effective and binding thereon as the same were with respect to each of Visionary HealthWare and the Company. On the Effective Date, the employees and agents of Visionary HealthWare shall become the employees and agents of the Company and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of each of Visionary HealthWare.

This Agreement and Plan of Merger was adopted and approved by the Board of Directors of the Company by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of Company, dated as of December 12, 2011.

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STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned officers of the Company and Visionary HealthWare acknowledge that the facts stated herein are true.

**AMERICAN HEALTHCARE HOLDINGS, INC., a
Delaware corporation**



By: Henrik Crüger
Authorized Signatory

**VISIONARY HEALTHWARE, LLC, a Florida
limited liability company**



By: Henrik Crüger
Authorized Signatory

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December 19, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VISIONARY HEALTHWARE, LLC
128 HIGH STREET
14TH FLOOR
BOSTON, MA 02110

SUBJECT: VISIONARY HEALTHWARE, LLC
REF: L09000035082

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

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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) 245-6028.

Barbara Bostick
Regulatory Specialist II

FAX Aud. #: H11000294388
Letter Number: 611A00028170