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ARTICLES OF MERGER Merger Sheet

MERGING:

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POWERPAK COMMUNICATIONS, INC., a Florida corporation L85331

INTO

HEALTH CARE MARKETING SERVICES, INC., a California corporation not qualified in Florida.

File date: January 27, 2000

Corporate Specialist: Annette Ramsey

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

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January 27, 2000

CT Corporation System 660 East Jefferson St. Tallahassee, FL 32301

SUBJECT: POWERPAK COMMUNICATIONS, INC. Ref. Number: L85331

We have received your document for POWERPAK COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the name Health Care Marketing Services, Inc. from the second paragraph since a corporation can not be both a merging and survivingcorporation.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 400A00003961 Ð **1**77 Please backdate filing to reflect 1/27/00 filing der Thanks! Paura-E. 511 T \Box

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

a.

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corpora	ation is:	SEC	8	-
Name	Jurisdiction	AHAS	JAN 2	· · · ·
Health Care Marketing Services, Inc.	California	SEE		· · · · · · · · · · · · · · · · · · ·
Second: The name and jurisdiction of each merging corpo	ration is:	STAT	ယ္	
Name	Jurisdiction	DA A	94	
		·	<u></u> .	· •••
PowerPak Communications, Inc.	Florida	····		1
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Third: The Plan of Merger is attached.				
Fourth: The merger shall become effective on the date the Department of State	e Articles of Merger are filed wi	h the Flo	orida	
OR / / (Enter a specific date. NOTE: Ar than 90 days in the future.)	a effective date cannot be prior to the da	te of filing	or more	
Fifth: Adoption of Merger by <u>surviving</u> corporation - (C) The Plan of Merger was adopted by the shareholders of the	COMPLETE ONLY ONE STATE surviving corporation on Janua	MENT) ry 24,	2000	
The Plan of Merger was adopted by the board of directors of and shareholder approval was				
Sixth: Adoption of Merger by <u>merging</u> corporation(s) (CC The Plan of Merger was adopted by the shareholders of the	DMPLETE ONLY ONE STATEM merging corporation(s) onlan	ENT) _{Hary 2} 4	_2000.	. <u> </u>
The Plan of Merger was adopted by the board of directors of and shareholder approval was a	of the merging corporation(s) on not required.			

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

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Name of Corporation	Signature	Typed or Printed Name of Individual & Title
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PLAN OF MERGER (Non Subsidiaries)

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(INON Subsidiaries)

Seventh: SIGNATURES FOR EACH CORPORATION

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'n

Name of Corporation	<u>Signature</u>	Typed or Printed Name of Individual & Title
PowerPak Communications,	Inc. M. MM	Jarvis P. Kellogg, Assistant Secretary
	·	
· · ·		

First: The name and jurisdiction of the su	irviving	corporation is:		
Name		Jurisdiction		
Health Care Marketing Services,				
Second: The name and jurisdiction of eac	h <u>mergi</u>	ng corporation is	:	
Name				n An an an an an
PowerPak Communications, Inc.		<u>Florida</u>	in the second second	
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Third: The terms and conditions of the men See attached sheet labelled "Att		as follows:	<u>rie artier van de service</u>	

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(Attach additional sheets if necessary) THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

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Not applicable.

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<u>OR</u>

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Restated articles are attached:

Other provisions relating to the merger are as follows:

None.

BLAN OF MERGER

(Merger of subsidiary corporation(s))

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Attachment A

1. <u>Effect of the Merger</u>. On the date set forth in Article Fourth of the Articles of Merger to which this Plan of Merger is attached (the "Effective Date"), the separate existence of PowerPak Communications, Inc. ("PowerPak") shall cease, and PowerPak shall be merged with and into Health Care Marketing Services, Inc. ("HCMS"), which shall be the surviving entity of the merger (the "Surviving Corporation"). On the Effective Date, all of the rights, privileges, powers, franchises, properties and assets of PowerPak shall be vested in the Surviving Corporation.

2. <u>Certificate of Incorporation; By-Laws</u>. The Certificate of Incorporation and By-Laws of HCMS as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until thereafter amended as provided by law.

Attachment B

On the Effective Date, the shares of common stock, no par value per share of PowerPak ("PowerPak Common Stock") issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive at the Closing in the aggregate 5,374 shares of Common Stock of HCMS (the "Merger Consideration").

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For purposes of this Plan of Merger, the PowerPak Common Stock shall be referred to as the "PowerPak Capital Stock."

On the Effective Date, the stock transfer books of PowerPak shall be closed and no transfer of shares of PowerPak Capital Stock shall thereafter be made. On and after the Effective Date, the stockholders of PowerPak shall cease to have any rights in respect of such shares and their rights shall be solely to receive, contemporaneously with the surrender of the certificate or certificates representing such share or shares, the Merger Consideration.

The rights of the holders of the capital stock of HCMS shall in no way be affected by the merger contemplated by the Articles of Merger to which this Plan of Merger is attached.

BO:33411.1