

m52719



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 031093 4332209

AUTHORIZATION :

COST LIMIT :

Patricia Pizito

FILED
98 NOV 18 PM 12:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : November 13, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 031093-010

CUSTOMER NO: 4332209

CUSTOMER: Ms. Alison Palmer
The Thomson Corporation
One Station Place
Metro Center
Stamford, CT 06902

Merger

900002690289--1

ARTICLES OF MERGER

CENTERWATCH, INC.

INTO

MEDICAL ECONOMICS COMPANY INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

AR
11/18/98

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CENTERWATCH, INC., a Massachusetts corporation not authorized to transact
business in Florida

INTO

MEDICAL ECONOMICS COMPANY INC., a Florida corporation, M52719.

File date: November 18, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
CenterWatch, Inc.
AND
Medical Economics Company Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.


1. Annexed hereto and made a part hereof is the Plan of Merger for merging CenterWatch, Inc. with and into Medical Economics Company Inc.

2. The merger of CenterWatch, Inc. with and into Medical Economics Company Inc. is permitted by the laws of the jurisdiction of organization of CenterWatch, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of CenterWatch, Inc. was November 12, 1998.


3. The shareholders of Medical Economics Company Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 12, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on November 12, 1998.

CenterWatch, Inc.

By: 
Name: Amy Hughson
Capacity: Vice President

Medical Economics Company Inc.

By: 
Name: Amy Hughson
Capacity: Vice President

PLAN OF MERGER adopted for CenterWatch, Inc., a business corporation organized under the laws of the State of Massachusetts, by resolution of its Board of Directors on November 12, 1998, and adopted for Medical Economics Company Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 12, 1998. The names of the corporations planning to merge are CenterWatch, Inc., a business corporation organized under the laws of the State of Massachusetts, and Medical Economics Company Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which CenterWatch, Inc. plans to merge is Medical Economics Company Inc.

1. CenterWatch, Inc. and Medical Economics Company Inc., shall, pursuant to the provisions of the laws of the State of and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Medical Economics Company Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of CenterWatch, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.