

M52719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

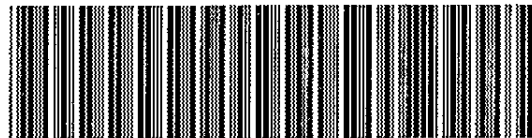
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Merger



200009204602

EFFECTIVE DATE

12-17-02

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02 DEC 16 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

02 DEC 16 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 16 2002



ACCOUNT NO. : 072100000032

REFERENCE : 855077 4332209

AUTHORIZATION

COST LIMIT

Patricia Pijnt
\$ ~~25.00~~ 70.00

ORDER DATE : December 16, 2002

ORDER TIME : 9:56 AM

ORDER NO. : 855077-020

CUSTOMER NO: 4332209

CUSTOMER: Ms. Helen V. Stamatiadis
The Thomson Corporation
One Station Place
Stamford, CT 06902

ARTICLES OF MERGER

HUNTER'S GREEN COUNTRY CLUB,
INC.

INTO

MEDICAL ECONOMICS COMPANY INC.

FILED
02 DEC 16 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HUNTER'S GREEN COUNTRY CLUB, INC., a Florida entity, F94000000775

INTO

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

File date: December 16, 2002 , effective December 17, 2002

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
HUNTER'S GREEN COUNTRY CLUB, INC.
AND
MEDICAL ECONOMICS COMPANY INC.

FILED
02 DEC 16 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-17-02

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 HUNTER'S GREEN COUNTRY CLUB, INC. with and into MEDICAL ECONOMICS COMPANY INC.

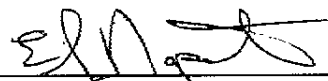
2. The merger of HUNTER'S GREEN COUNTRY CLUB, INC. with and into MEDICAL ECONOMICS COMPANY INC. is permitted by the laws of the jurisdiction of organization of HUNTER'S GREEN COUNTRY CLUB, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of HUNTER'S GREEN COUNTRY CLUB, INC. was December 11, 2002.

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 December 11, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

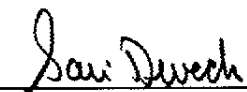
4. The effective date of the merger herein provided for in the State of Florida shall be on December 17, 2002.

Executed on December 11, 2002.

HUNTER'S GREEN COUNTRY CLUB, INC.

By: 
Ed Napolitano
Vice President

MEDICAL ECONOMICS COMPANY INC.

By: 
Sari Dweck
Vice President

PLAN OF MERGER adopted for HUNTER'S GREEN COUNTRY CLUB, INC., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 11, 2002, 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 December 11, 2002. The names of the corporations planning to merge are HUNTER'S GREEN COUNTRY CLUB, INC., a business corporation organized under the laws of the State of Delaware, 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 HUNTER'S GREEN COUNTRY CLUB, INC. plans to merge is MEDICAL ECONOMICS COMPANY INC.

1. HUNTER'S GREEN COUNTRY CLUB, INC. and MEDICAL ECONOMICS COMPANY INC., shall, pursuant to the provisions of the laws of the State of Delaware 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 HUNTER'S GREEN COUNTRY CLUB, 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. All of the issued shares in total owned by the sole stockholder of the non-surviving corporation shall, upon the complete effective date of the merger, be converted into only one share of the surviving corporation. 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 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 Delaware 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.