

# M52719

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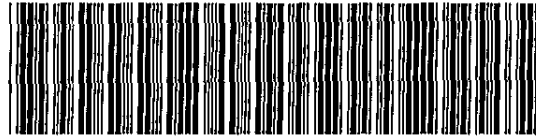
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*Maizer*

**Q. Chandler** DEC 29 2004

**EFFECTIVE DATE**  
01-01-05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 110503 4332209

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizento*

ORDER DATE : December 28, 2004

ORDER TIME : 9:07 AM

ORDER NO. : 110503-010

CUSTOMER NO: 4332209

CUSTOMER: Ms. Helen V. Stamatiadis  
The Thomson Corporation  
One Station Place

Stamford, CT 06902

ARTICLES OF MERGER

GILC HOLDING CORP.

INTO

THOMSON HEALTHCARE INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

OF

GILC HOLDING CORP.

AND

THOMSON HEALTHCARE INC.

FILED  
04 DEC 29 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FL 32311

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 GILC HOLDING CORP. with and into THOMSON HEALTHCARE INC.

2. The merger of GILC HOLDING CORP. with and into THOMSON HEALTHCARE INC. is permitted by the laws of the jurisdiction of organization of GILC HOLDING CORP. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of GILC HOLDING CORP. was December 20, 2004.

3. The shareholders of THOMSON HEALTHCARE INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 20, 2004 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 January 1, 2005.

Executed on December 20, 2004.

GILC HOLDING CORP.

By: 

Helen V. Stamatiadis  
Assistant Secretary

THOMSON HEALTHCARE INC.

By: 

Helen V. Stamatiadis  
Assistant Secretary

EFFECTIVE DATE  
2005-01-05

PLAN OF MERGER adopted for GILC HOLDING CORP., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 20, 2004, and adopted for THOMSON HEALTHCARE INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 20, 2004. The names of the corporations planning to merge are GILC HOLDING CORP., a business corporation organized under the laws of the State of Delaware, and THOMSON HEALTHCARE INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which GILC HOLDING CORP. plans to merge is THOMSON HEALTHCARE INC.

1. GILC HOLDING CORP. and THOMSON HEALTHCARE 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, THOMSON HEALTHCARE 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 GILC HOLDING CORP., 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 disappearing 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.