

M52719

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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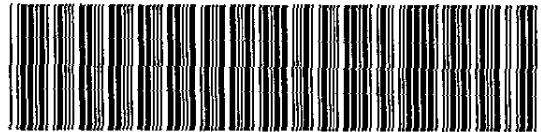
(Business Entity Name)

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EFFECTIVE DATE

12/30/02

merge

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02 DEC 26 PM 1:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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02 DEC 26 AM 11:38

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

THOMSON NEWSPAPERS HOLDING CORPORATION, a Delaware corporation  
not authorized to transact business in Florida

INTO

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

File date: December 26, 2002 , effective December 30, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032      Amount charged: 70.00



File 3rd

ACCOUNT NO. : 072100000032  
REFERENCE : 870947 4332209  
AUTHORIZATION : Patricia Hagan  
COST LIMIT : \$ 70.00

ORDER DATE : December 24, 2002  
ORDER TIME : 10:23 AM  
ORDER NO. : 870947-015  
CUSTOMER NO: 4332209  
CUSTOMER: Ms. Helen V. Stamatiadis  
The Thomson Corporation  
One Station Place  
Stamford, CT 06902

ARTICLES OF MERGER

THOMSON NEWSPAPERS HOLDING  
CORPORATION

INTO

MEDICAL ECONOMICS COMPANY,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135

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

EFFECTIVE DATE  
12/30/02  
ARTICLES OF MERGER

OF  
THOMSON NEWSPAPERS HOLDING CORPORATION  
AND  
MEDICAL ECONOMICS COMPANY INC.

FILED  
02 DEC 26 PM 1:41  
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 THOMSON NEWSPAPERS HOLDING CORPORATION with and into MEDICAL ECONOMICS COMPANY INC.

2. The merger of THOMSON NEWSPAPERS HOLDING CORPORATION with and into MEDICAL ECONOMICS COMPANY INC. is permitted by the laws of the jurisdiction of organization of THOMSON NEWSPAPERS HOLDING CORPORATION and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of THOMSON NEWSPAPERS HOLDING CORPORATION was December 20, 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 20, 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 30, 2002.

Executed on December 20, 2002.

THOMSON NEWSPAPERS HOLDING  
CORPORATION

By: Edward A. Friedland

Edward A. Friedland  
Vice President

MEDICAL ECONOMICS COMPANY INC.

By: Sari Dweck

Sari Dweck  
Vice President

PLAN OF MERGER adopted for THOMSON NEWSPAPERS HOLDING CORPORATION, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 20, 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 20, 2002. The names of the corporations planning to merge are THOMSON NEWSPAPERS HOLDING CORPORATION, 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 THOMSON NEWSPAPERS HOLDING CORPORATION plans to merge is MEDICAL ECONOMICS COMPANY INC.

1. THOMSON NEWSPAPERS HOLDING CORPORATION 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 THOMSON NEWSPAPERS HOLDING CORPORATION, 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.