

M 78926

Florida Department of State
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MERGER OR SHARE EXCHANGE
Unipsych Corp.

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Unpsych Corp.</u>	<u>Florida</u>	<u>M78926</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Unpsych Benefits, Inc.</u>	<u>Florida</u>	<u>M81638</u>
<u>Unpsych Systems, Inc.</u>	<u>Florida</u>	<u>M81639</u>
<u>The Bradman Network, Inc.</u>	<u>Florida</u>	<u>J30788</u>

see below

<u>Unpsych Management Services, Inc.</u>	<u>Florida</u>	<u>M81637</u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on not required.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 10, 2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on not required.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on not required and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER adopted by Unipsych Corp., a business corporation organized under the laws of the State of Florida, by unanimous written consent of its Board of Directors on December 10, 2009. The names of the corporations planning to merge are Unipsych Corp., a business corporation organized under the laws of the State of Florida, and Unipsych Benefits, Inc., Unipsych Systems, Inc., The Bradman Network, Inc., and Unipsych Management Services, Inc., all business corporations organized under the laws of the State of Florida. The name of the surviving corporation into which Unipsych Benefits, Inc., Unipsych Systems, Inc., The Bradman Network, Inc., and Unipsych Management Services, Inc. plans to merge is Unipsych Corp. Unipsych Corp. is the sole parent of Unipsych Benefits, Inc., Unipsych Systems, Inc., The Bradman Network, Inc., and Unipsych Management Services, Inc.

1. Unipsych Corp. and Unipsych Benefits, Inc., Unipsych Systems, Inc., The Bradman Network, Inc., and Unipsych Management Services, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Unipsych Corp., 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 the name Unipsych Corp. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Unipsych Benefits, Inc., Unipsych Systems, Inc., The Bradman Network, Inc., and Unipsych Management Services, Inc., business corporations, which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
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 and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
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 respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation is as follows:

- a) The issued and outstanding shares of stock of the non-surviving corporations are owned by a single entity and shall not be converted or exchanged in any manner, but shall, upon the effective date of the merger, be surrendered and extinguished and shall cease to exist.
 - b) The issued and outstanding shares of stock of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that the Plan of Merger shall have been approved by the board of directors of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the surviving corporation hereby stipulates that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that it will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
 7. The Board of Directors and the proper officers of the surviving corporation 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.
 8. Except for the applicability of section 607.1104 of the Florida Business Corporation Act, shareholders of the non-surviving corporations who would be entitled to vote and who dissent from the merger pursuant to section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the act regarding appraisal rights, to be paid the fair value of their shares.