

P000000010956

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Practice Enhancement Network of Florida, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

02-18-00

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA PEN, LLC, A Florida Limited Liability Company, L99000005884

INTO

PRACTICE ENHANCEMENT NETWORK OF FLORIDA, INC., a Florida entity,
P00000016956

File date: February 17, 2000

Corporate Specialist: Trevor Brumbley

APPROVED
FILED
JAN 17 2011
COUNTY OF FLORIDA
CLERK OF CIRCUIT COURT

ARTICLES OF MERGER
BETWEEN
PRACTICE ENHANCEMENT NETWORK OF FLORIDA, INC. 8000000010950
AND
FLORIDA PEN, LLC. L 99000005884

Pursuant to Sections 607.1101, 607.1105, 608.438, and 608.4382, Florida Statutes (1999), FLORIDA PEN, LLC (the "Merging Entity"), and PRACTICE ENHANCEMENT NETWORK OF FLORIDA, Inc. (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging Florida PEN, LLC into Practice Enhancement Network of Florida, Inc., the latter of which shall survive the merger.

ARTICLE I
PLAN OF MERGER

Florida PEN, LLC, a Florida limited liability company (hereinafter called the "Merging Entity"), and Practice Enhancement Network of Florida, Inc., a Florida corporation (hereinafter called the "Surviving Corporation"), adopt the following Plan of Merger pursuant to Sections 607.1101 and 608.438, Florida Statutes.

1. The names of the entities planning to merge are Florida PEN, LLC, a Florida limited liability company, and Practice Enhancement Network of Florida, Inc., a Florida corporation.
2. The name of the entity that will survive the merger is Practice Enhancement Network of Florida, Inc.
3. The terms and conditions of the merger are as follows
 - (a) On the effective date of the merger, the separate existence of the Merging Entity shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of the Merging Entity without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Entity, and neither the rights of the creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

(b) The articles of incorporation and bylaws of the Surviving Corporation shall not be changed in any manner by the merger and shall constitute the articles of incorporation and bylaws of the Surviving Corporation following the merger.

(c) The board of directors and the officers of the Surviving Corporation shall not be changed in any manner by the merger and shall constitute the board of directors and the officers of the Surviving Corporation following the merger.

(d) If at any time the Surviving Corporation determines that any further assignments, conveyances or assurances are necessary or desirable to vest in the Surviving Corporation the title to any property, rights or other interests of the Merging Entity, the manager of the Merging Entity most recently in office shall execute such assignments, conveyances or assurances and do all acts that may be necessary or appropriate to vest title in the property, rights or other interests in the Surviving Corporation and otherwise to carry out the intent and purposes of this Plan of Merger.

4. The manner and basis of converting the interests of the members of the Merging Entity and the shares of the Surviving Corporation are as follows:

(a) On the effective date of the merger, the membership interest in the Merging Entity, which is held solely by PENmd.com, Inc., a Florida corporation and successor by merger to Practice Enhancement Network, LLC, shall be converted into FIVE HUNDRED (500) shares of common stock, par value \$.01 per share, of the Surviving Corporation. Except for the membership interests held by PENmd.com, Inc., there are no outstanding membership interests or rights to acquire membership interests in the Merging Entity. On the effective date of the merger, the Merging Entity shall surrender to the Surviving Corporation, for cancellation, all certificates or other evidence of ownership of membership interests in the Merging Entity, and those membership interests will be canceled as of the effective date of the merger.

(b) On the effective date of the merger all shares of stock of the Surviving Corporation outstanding immediately prior to the merger shall be converted into one dollar (\$1.00) in cash. The shares of stock of the Surviving Corporation immediately prior to the merger consist only of one share of stock held by PENmd.com, Inc., and there are no other outstanding shares or rights to acquire shares in the Surviving Corporation other than the shares to be issued upon conversion of the membership interests in the Merging Entity pursuant to Section 4(a)

of this Plan of Merger. On the effective date of the merger, PENmd.com, Inc. shall surrender to the Surviving Corporation, for cancellation, all of its certificates evidencing ownership of shares in the Surviving Corporation, and those certificates will be canceled as of the effective date of the merger.

5. PENmd.com, Inc., which constitutes the sole member of the Merging Entity, approved this Plan of Merger on February 17, 2000. Consequently, none of the members of the Merging Entity is entitled to dissent from the merger pursuant to Section 608.4384, Florida Statutes. PENmd.com, Inc., which constitutes the sole shareholder of the Surviving Corporation prior to the merger, approved this Plan of Merger on February 17, 2000. Consequently, the Surviving Corporation has no shareholders who would be entitled to dissent from the merger pursuant to Section 607.1320, Florida Statutes.

ARTICLE II

EFFECTIVE DATE

The effective date of the merger shall be February 17, 2000.

ARTICLE III

APPROVAL

The board of directors and sole shareholder of Practice Enhancement Network of Florida, Inc. approved this Plan of Merger on February 17, 2000. PENmd.com, Inc., which constitutes the sole member of the Merging Entity, approved this Plan of Merger on February 17, 2000. In each case, the vote in favor of the merger was sufficient to approve the merger. None of the members of the Merging Entity and no shareholders of the Surviving Corporation dissented from the merger.

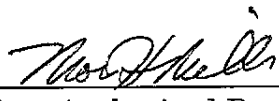
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 17th day of February, 2000.

PRACTICE ENHANCEMENT NETWORK
OF FLORIDA, INC.

By: Therese H. Miller
As its: Chairman

APPROVED
FEB 17 2000
6:12 PM
SECRETARY

FLORIDA PEN, LLC

By: 
As its: Authorized Representative

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APPROVED
BY
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