

PO00000016961

Holland & Knight LLP

Requestor's Name

315 S. Calhoun St.

Address

Tallahassee, FL. 32301

425-5686

City/State/Zip

Phone #

Office Use Only

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

1. PEN md. Com, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED  
FILED  
00 FEB 17 PM 4:43  
TALLAHASSEE, FLORIDA

File 1st

RECEIVED  
00 FEB 17 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AND  
TALLAHASSEE, FLORIDA

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68.75

Examiner's Initials

02-18-00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRACTICE ENHANCEMENT NETWORK, LLC, A Florida Limited Liability  
Company, L99000005007

INTO

**PENMD.COM, INC.**, a Florida entity, P00000016961

File date: February 17, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER

BETWEEN

PENmd.COM, INC. P00000016961

AND

PRACTICE ENHANCEMENT NETWORK, LLC L9900005007

Pursuant to Sections 607.1104, 607.1105, 608.438, and 608.4382, Florida Statutes (1999), Practice Enhancement Network, LLC (the "Merging Entity"), and PENmd.com, Inc. (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging Practice Enhancement Network, LLC into PENmd.com, Inc., the latter of which shall survive the merger.

ARTICLE I

PLAN OF MERGER

Practice Enhancement Network, LLC, a Florida limited liability company (hereinafter called the "Merging Entity"), and PENmd.com, Inc., a Florida corporation (hereinafter called the "Surviving Corporation"), adopt the following Plan of Merger pursuant to Sections 607.1104 and 608.438, Florida Statutes.

1. The names of the entities planning to merge are Practice Enhancement Network, LLC, a Florida limited liability company, and PENmd.com, Inc., a Florida corporation.

2. The name of the entity that will survive the merger is PENmd.com, 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, (i) the membership interest in the Merging Entity held by APS Management, Inc., a Florida corporation, shall be converted into one dollar (\$1.00) in cash, and (ii) the membership interest in the Merging Entity held by APS Holdings, LLC, a Florida limited liability company, shall be converted into TWO MILLION FORTY THOUSAND (2,040,000) shares of common stock, par value \$.01 per share, of the Surviving Corporation. Except for the membership interests held by APS Management, Inc., and APS Holdings, LLC, 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 APS Management, 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, APS Management, 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. APS Management, Inc. and APS Holdings, LLC, which constitute all the members 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. APS Management, 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 PENmd.com, Inc. approved this Plan of Merger on February 17, 2000. APS Management, Inc. and APS Holdings, LLC, which constitute all the members 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.

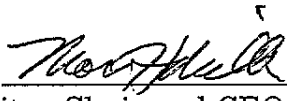
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 17 day of February, 2000.

PENmd.COM, INC.

By: *Mark J. Hall*  
As its: Chair and CEO

APPROVED  
FEB 17 2000  
MARK J. HALL  
CHAIRMAN OF THE BOARD

PRACTICE ENHANCEMENT NETWORK,  
LLC

By:   
As its: Chair and CEO

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APPROVED  
BY  
DATE  
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PRACTICE ENHANCEMENT NETWORK, LLC