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## Florida Department of State

## Division of Corporations

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## To:

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Fax Number : (850) 617-6380

## From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.  
Account Number : 072720000266  
Phone : (941) 366-4800  
Fax Number : (941) 552-7141

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**MERGER OR SHARE EXCHANGE  
DENTALPLANS.COM, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	11
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March 12, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DENTALPLANS.COM, INC.  
8100 SW 10TH STREET  
SUITE 2000  
PLANTATION, FL 33324

SUBJECT: DENTALPLANS.COM, INC.  
REF: P00000063647

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H12000063313  
Letter Number: 512A00009018

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
DENTALPLANS ACQUISITION COMPANY  
WITH AND INTO  
DENTALPLANS.COM, INC.

Dentalplans.com, Inc., a Florida corporation, having Florida document number P00000063647 ("Dentalplans"), hereby delivers to the Florida Department of State for filing these Articles of Merger for the merger of Dentalplans Acquisition Company, a Delaware corporation, having Delaware file number 5099045 ("Acquisition"), with and into Dentalplans. Dentalplans shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto.
2. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. The foregoing Plan of Merger was:
  - (a) Approved by the board of directors of Acquisition on March 9, 2012, and shareholder approval was not required; and
  - (b) Approved by the sole shareholder and board of directors of Dentalplans on March 9, 2012.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the Constituent Corporations as of the Effective Date.

DENTALPLANS.COM, INC.,  
a Florida corporation

By: 

Kristin A. Newhall  
Its President

DENTALPLANS ACQUISITION COMPANY,  
a Delaware corporation

By: 

Kristin A. Newhall  
Its President

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**AGREEMENT AND PLAN OF MERGER  
OF  
DENTALPLANS ACQUISITION COMPANY  
WITH AND INTO  
DENTALPLANS.COM, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "*Merger Agreement*") is dated the 9<sup>th</sup> day of March, 2012, and is made by and between Dentalplans.com, Inc., a Florida corporation ("*Dentalplans*"), and Dentalplans Acquisition Company, a Delaware corporation ("*Acquisition*"), and together with Dentalplans, sometimes collectively referred to as the "*Constituent Companies*").

**WITNESSETH:**

WHEREAS, Acquisition is the sole stockholder of Dentalplans.

WHEREAS, Healthcare Direct Holding Company, a Delaware corporation ("*HoldCo*") is the sole stockholder of Acquisition.

WHEREAS, the Board of Directors of Acquisition has determined that it is advisable and in the best interests of Acquisition to merge itself with and into Dentalplans upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, Dentalplans and Acquisition hereby agree as follows:

**TERMS AND CONDITIONS**

1. The Surviving Company. Effective upon the Effective Time (as defined below), Acquisition shall merge itself with and into Dentalplans pursuant to the laws of the State of Florida and the laws of the State of Delaware and the terms and conditions of this Merger Agreement (the "*Merger*"), and Dentalplans shall be the surviving entity resulting from the Merger (the "*Surviving Company*").
2. Effective Time of the Merger. Dentalplans shall file a certificate of merger attached hereto as Exhibit A (the "*Certificate of Merger*") with the Secretary of State of Delaware and the articles of merger attached hereto as Exhibit B (the "*Articles of Merger*") with the Secretary of State of Florida as soon as practicable after the execution and delivery of this Merger Agreement by the parties hereto, and shall take such further steps as shall be required to cause the Merger to be effective as of the Effective Time. The Merger shall become effective as of the date and time of the filing of such Certificate of Merger with the Secretary of State of Delaware and the Articles of Merger with the Secretary of State of Florida (the "*Effective Time*").
3. Effects of the Merger. Without limiting the generality of the other provisions contained within this Section 3, the Constituent Companies intend for the Merger to have the effect of a

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merger as described in Section 607.1106 of the FBCA (as such term is defined in this Merger Agreement).

(a) Cessation of Existence of Acquisition. At the Effective Time, the separate existence of Acquisition shall cease, and Acquisition shall be merged with and into Dentalplans. Dentalplans shall be the Surviving Company.

(b) Assets and Liabilities of the Surviving Company; Rights of Creditors.

- (i) Dentalplans shall be the Surviving Company, shall become a wholly-owned subsidiary of HoldCo, and shall continue to be governed by and exist under the laws of the State of Florida, and the separate corporate existence of Dentalplans and all of its property, rights, privileges, powers and franchises, and all of its debts, liabilities and duties as a corporation organized under the laws of the State of Florida shall continue unaffected by the Merger.
- (ii) The separate existence of Acquisition shall cease, except whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the Surviving Company, the officers of Acquisition, as necessary, shall execute, acknowledge and deliver such instruments and do such acts, and for such purposes, the existence of Acquisition and the authority of its directors and officers shall continue notwithstanding the Merger.
- (iii) The Surviving Company shall possess all of the assets and property of every description of each of the Constituent Companies, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies, shall vest, or continue to be vested, as the cases may be, in the Surviving Company without further act or deed, and title to any real property or any interest in real property vested in either of the Constituent Companies shall not revert or be impaired in any way by reason of the Merger.
- (iv) The Surviving Company shall be liable for all of the obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against Acquisition may be prosecuted to judgment with right of appeal by the Surviving Company as if the Merger had not occurred, or the Surviving Company may be substituted for Acquisition.
- (v) All of the rights of the creditors of each of the Constituent Companies shall be preserved unimpaired, and all liens upon the property of either of the Constituent Companies shall be preserved unimpaired on only such property as was affected by such liens immediately prior to the Effective Time.

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(c) Place of Business of Surviving Company. The current principal office of Dentalplans shall be the principal office of the Surviving Company as of the Effective Time.

4. Organizational Documents of the Surviving Company.

(a) Articles of Incorporation. The Articles of Incorporation of Dentalplans, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Company until altered, amended or repealed in accordance with provisions thereof and the Florida Business Corporation Act (the "FBCA").

(b) Bylaws. The Bylaws of Dentalplans, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Company until altered, amended or repealed in accordance with provisions thereof and the FBCA.

(c) Officers and Directors. The officers and directors of Dentalplans, as in effect immediately prior to the Effective Time, shall be the officers and directors of the Surviving Company, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

5. Shares of the Constituent Companies.

(a) Shares of Acquisition. At the Effective Time, the shares of Acquisition outstanding immediately prior to the Effective Time held by HoldCo, as the sole stockholder of Acquisition, shall be cancelled, extinguished and shall cease to exist, and no payment will be made with respect thereto.

(b) Shares of Dentalplans. At the Effective Time, all of the issued and outstanding shares of Dentalplans held by Acquisition, as the sole stockholder of Dentalplans, shall (i) continue to be the sole shares issued and outstanding of the Surviving Company with identical designations, preferences, limitations, and relative rights, immediately after the Merger; and (ii) shall be issued to HoldCo. Immediately after the Merger, HoldCo will become the sole stockholder of the Surviving Company.

6. Approval and Authorization. This Merger Agreement has been approved by the Board of Directors of Acquisition.

7. Satisfaction of Rights of Stockholders. Because the only stockholder of the Surviving Corporation is Acquisition, and the only stockholder of Acquisition is HoldCo, there are no dissenting stockholders and no notice to dissenting stockholders is required.

8. Miscellaneous.

(a) Captions and Counterparts. The captions in this Merger Agreement are for convenience only and shall not be considered a part of, or to affect the construction or interpretation, of any provision of this Merger Agreement. This Merger Agreement may be executed in separate counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

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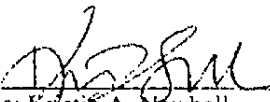
(b) Governing Law. This Merger Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida.

*(Signatures are on the following page)*

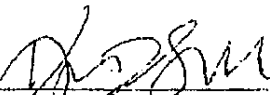
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IN WITNESS WHEREOF, this Merger Agreement is signed by the President of  
Dentalplans and the President of Acquisition.

DENTALPLANS.COM, INC.

By:   
Name: Kristin A. Newhall  
Title: President

DENTALPLANS ACQUISITION COMPANY

By:   
Name: Kristin A. Newhall  
Title: President



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Exhibit A

Certificate of Merger

(See Attached)

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**CERTIFICATE OF MERGER  
OF  
DENTALPLANS ACQUISITION COMPANY  
INTO  
DENTALPLANS.COM, INC.**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "*DGCL*"), Dentalplans.com, Inc., a Florida corporation ("*Dentalplans*"), in connection with the merger of Dentalplans Acquisition Company, a Delaware corporation ("*Acquisition*"), with and into Dentalplans (the "*Merger*"), does hereby certify as follows:

FIRST: That the names and states of incorporation of the constituent corporations of the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Dentalplans Acquisition Company	Delaware
Dentalplans.com, Inc.	Florida

SECOND: That the Agreement of Merger, dated as of March 9, 2012 (the "*Merger Agreement*"), by and between Dentalplans and Acquisition has been approved, adopted, certified, executed and acknowledged by Dentalplans and Acquisition in accordance with Section 252 of the DGCL.

THIRD: That Dentalplans shall be the surviving corporation of the Merger. The name of the surviving corporation is "Dentalplans.com, Inc."

FOURTH: That the Merger Agreement is on file at a place of business of Dentalplans, the surviving entity. The address of this place of business of Dentalplans is 8100 S.W. 10<sup>th</sup> Street, Suite 2000, Plantation, FL 33324.

FIFTH: That a copy of the Merger Agreement will be furnished by Dentalplans, on request and without cost to Acquisition or any stockholder of Dentalplans or Acquisition.

SIXTH: That Dentalplans (a) agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Acquisition, (b) irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding and (c) a copy of any such process shall be mailed to Dentalplans at 8100 S.W. 10<sup>th</sup> Street, Suite 2000, Plantation, FL 33324, Attention: President.

SEVENTH: The Merger shall become effective, and the separate existence of Acquisition shall cease, immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed as of the \_\_\_\_ day of March, 2012.

DENTALPLANS.COM, INC.

By: 

Name: Kristin A. Newhall

Title: President

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Exhibit B

Articles of Merger

(See Attached)

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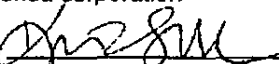
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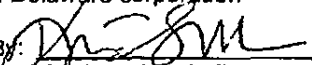
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3. The foregoing Plan of Merger was:
  - (a) Approved by the board of directors of Acquisition on March 9, 2012, and shareholder approval was not required; and
  - (b) Approved by the sole shareholder and board of directors of Dentalplans on March 9, 2012.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the Constituent Corporations as of the Effective Date.

**DENTALPLANS.COM, INC.,**  
a Florida corporation

By:   
Kristin A. Newhall  
Its President

**DENTALPLANS ACQUISITION COMPANY,**  
a Delaware corporation

By:   
Kristin A. Newhall  
Its President

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