

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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MERGER OR SHARE EXCHANGE
CONNEXIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2012 JUN 14 AM 8:09

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2012 JUN 14 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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6/15/12

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Connections, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Deborah Kretsinger

Contact Person

UnitedHealth Group Incorporated

Firm/Company

9900 Bren Road East

Address

Minnetonka, MN 55343

City, State and Zip Code

deborah.kretsinger@uho.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deborah Kretsinger

Name of Contact Person

at (952) 936-6615
Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED
2012 JUN 14 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Connections, Inc.	Florida	P00000107977

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Magnetix Corporation	Florida	V08839

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: 06 / 30 / 2012 (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 13, 2012 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 13, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title:

Connections, Inc.

Michelle K. Brown

Michelle Huntley Dill, Assistant Secretary

Magnatix Corporation

Michael Huntley Orr

Michelle Bentley Dill, Assistant Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Connexions, Inc.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Magnetix Corporation

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) At the Effective Time, the outstanding shares of Magnetix Corporation shall be cancelled without consideration (along with the certificates representing same) and all rights in respect of shall thereupon cease to exist.

(b) At the Effective Time, each share of Connexions, Inc. which is outstanding immediately prior to the merger shall continue to be outstanding and shall be one share of the capital stock of the surviving corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

(a) The Articles of Incorporation of Connexions, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this plan of merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

(b) The bylaws of Connexions, Inc. as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(c) The directors and officers of Connexions, Inc. shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(d) The merger shall become effective (the "Effective Time") on June 30, 2012.