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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.**

Certificate of Status	1
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**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**DATA RESOURCE CONSULTING, INC.,**  
**a Florida corporation**  
**INTO**  
**UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.,**  
**a Florida corporation**

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Pursuant to Section 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging DATA RESOURCE CONSULTING, INC. into UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.:

**FIRST:** The Plan of Merger attached hereto as Exhibit A was adopted by the board of directors and shareholders of DATA RESOURCE CONSULTING, INC. pursuant to a unanimous action by written consent of shareholders and directors in accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporations Act ("Merging Corporation"), on the 7th day of April, 2005, and was adopted by the board of directors of UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC., a Florida corporation, pursuant to unanimous actions by written consent of directors in accordance with Section 607.0821 of the Florida Business Corporations Act ("Surviving Corporation"), on the 11th day of April, 2005. Shareholder approval of the Surviving Corporation was not required.

**SECOND:** The Merger is effective at 12:01 A.M. on April 1, 2005 or the time of filing of these Articles of Merger, whichever shall be later ("Effective Date").

**THIRD:** As provided in the Plan of Merger, the following actions will occur:

(a) The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

Prepared by:  
Michael T. Cronin, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
BAR NO. 0459841  
(813) 481-1818

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(b) The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

(c) The currently issued and outstanding shares of common stock of the Surviving Corporation issued to the shareholders of the Surviving Corporation prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. The shareholders of the Merging Corporation shall be entitled to receive an aggregate of 21,297,573 shares of the Surviving Corporation, which would represent 82.5% of the outstanding shares of the Surviving Corporation after the Merger, subject to adjustment as set forth in Section 3.8 of the Merger Agreement and Plan of Reorganization, by and between the Merging Corporation and Surviving Corporation.

(d) Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, *Florida Statutes*.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in this corporate name on the 20th day of April, 2005.

**SURVIVING CORPORATION:**

UNIVERSAL HEALTHCARE MANAGEMENT  
SYSTEMS, INC., a Florida corporation

By: 

Print Name: Kenneth N. Harkin

Title: President

**MERGING CORPORATION:**

DATA RESOURCE CONSULTING, INC.,  
a Florida corporation

By: \_\_\_\_\_

Print Name: Laura A. Betterly

Title: President

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in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

(c) The currently issued and outstanding shares of common stock of the Surviving Corporation issued to the shareholders of the Surviving Corporation prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. The shareholders of the Merging Corporation shall be entitled to receive an aggregate of 21,297,573 shares of the Surviving Corporation, which would represent 82.5% of the outstanding shares of the Surviving Corporation after the Merger, subject to adjustment as set forth in Section 3.8 of the Merger Agreement and Plan of Reorganization, by and between the Merging Corporation and Surviving Corporation.

(d) Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, *Florida Statutes*.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in this corporate name on the 20<sup>th</sup> day of April, 2005.

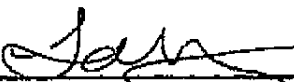
**SURVIVING CORPORATION**

**UNIVERSAL HEALTHCARE MANAGEMENT  
SYSTEMS, INC., a Florida corporation**

By: \_\_\_\_\_  
Print Name: Kenneth N. Hankin  
Title: President

**MERGING CORPORATION:**

**DATA RESOURCE CONSULTING, INC.,  
a Florida corporation**

By:  \_\_\_\_\_  
Print Name: Laura A. Betterly  
Title: President

## **PLAN OF MERGER**

1. **Names of Merging Corporations:** DATA RESOURCE CONSULTING, INC. ("Data Resource"), a Florida corporation, shall be merged with and into UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC. ("Universal"), a Florida corporation.

2. **Terms and Conditions of the Proposed Merger**

2.1 **The Merger:** The merger of Data Resource into Universal (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of Data Resource shall cease. Universal shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (Data Resource and Universal are hereinafter sometimes collectively referred to as the "Constituent Corporations.")

2.2 **The Surviving Corporation:** The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

2.3 **Articles of Incorporation:** The Articles of Incorporation of Universal as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

2.4 **By-Laws:** The By-Laws of Universal as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such By-Laws and in accordance with FBCA.

**2.5 Directors and Officers:** The Board of Directors of the Surviving Corporation shall consist of Robert J. Cefail, Laura A. Betterly and Kenyatta A. Cefail and the officers of the Surviving Corporation shall be as follows:

**Officers**

President and Chief Executive Officer	Laura A. Betterly 205 South Myrtle Avenue Clearwater, FL 33756
Secretary/Treasurer	Linda Batdorf 205 South Myrtle Avenue Clearwater, FL 33756
Vice President	Robert J. Cefail 205 South Myrtle Avenue Clearwater, FL 33756

until their successors are elected and qualified.

**3. Manner and Basis of Converting Shares:** The 500 shares of Common Stock of Data Resource issued and outstanding immediately prior to the *Effective Date* shall be converted into an aggregate of 21,297,573 Universal shares, which represents 82.5% of the Universal shares outstanding after the Merger, subject to adjustment as provided in Section 3.8 of the Merger Agreement and Plan of Reorganization between the parties. Accordingly, each Data Resource share is convertible into 42,595,148 Universal shares, subject to adjustment as provided in Section 3.8 of the Merger Agreement and Plan of Reorganization between the parties. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

**4. Effective Time of the Merger:** The Merger shall become effective at the later of 12:01 A.M. on April 1, 2005 or the time of the filing of the Articles of Merger whichever is later (the "Effective Time").