

PO20000016603

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500273367545

06/05/15--01004--015 **78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF
CORPORATIONS

15 JUN -5 AM 11:52

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

2015 JUN -5 PM 4:57

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

JUN 08 2015
A RAMSEY



Wolters Kluwer
Corporate Legal Services

CT Corporation

515 East Park Avenue
Tallahassee, FL 32301

850 558 1930 tel
850 637 1628 fax
www.ctcorporation.com

June 5, 2015

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9569715 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

QMEDRX, INC. (FL)
Misc - Domestic Corporate Filing - Merger - Survivor
Florida

WI Certified copy

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: QmedRx, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Gary Walker

Contact Person

Allen Dell, P.A.

Firm/Company

202 South Rome Avenue, Suite 100

Address

Tampa, FL 33606

City/State and Zip Code

gwalker@allendell.com

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

For further information concerning this matter, please call:

Gary Walker

Name of Contact Person

At (813) 223-5351

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED
2015 JUN -5 PM 4:57
DEPARTMENT 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)
QmedRx, Inc.	Florida	P02000016603

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
New England Home Infusion, Inc.	Rhode Island	

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 / / (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 May 20, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 May 20, 2015.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ 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

QmedRx, Inc.

Cabot Hyde, CEO

New England Home Infusion, Inc.

James Mark Gilmore, President

PLAN OF MERGER

Pursuant to section 607.1105, Florida Statutes, and Section 7-1.2.1000 of the Rhode Island Business Corporation Act, the undersigned corporations on the 27th day of May, 2015, adopt the following Plan of Merger:

1. The plan of merger is as follows:

a. New England Home Infusion, Inc. ("NEHI") will be merged with and into QmedRx, Inc. which will be the Surviving Corporation, to exist and be governed by the laws of the State of Florida (the "Merger"). When the Merger becomes effective, the separate corporate existence of NEHI will cease and the Surviving Corporation will succeed, without other transfer, to all the obligations, rights and property of NEHI. The Surviving Corporation will carry on business with the assets of NEHI as well as with the assets of the Surviving Corporation.

b. Immediately prior to the Merger, the Surviving Corporation had 4,500,000 shares of common stock authorized and 3,000,000 shares issued to Kevin C. Powers and Healthmark Investment Trust. In the Merger, all of the outstanding shares of common stock of NEHI will be converted into shares of common stock of the Surviving Corporation with ownership as follows:

<u>Shareholder</u>	<u>Shares of Surviving Corporation</u>
Kevin C. Powers	1,500,000
Healthmark Investment Trust	1,500,000
James Mark Gilmore	1,500,000

2. The effective date of the merger ("Effective Date") shall be the date of filing with the State of Rhode Island and the State of Florida.

3. These Articles of Merger were adopted by the board of directors of NEHI and the sole shareholder of NEHI on May 20, 2015, and by the board of directors and the shareholders of the Surviving Corporation on May 20, 2015.

4. This Agreement may be executed simultaneously in two or more counterparts each of which shall be deemed an original, and all of which, when taken together, constitute one and the same document. The signature of any Party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart. Signatures transmitted by facsimile transmission or electronic mail shall be deemed originals for this purpose.

IN WITNESS WHEREOF, the parties hereto have set their hands on the date first above written.

SURVIVING CORPORATION:

QMEDRX, INC.

By: 

Cabot Hyde, CEO

MERGING CORPORATION:

NEW ENGLAND HOME INFUSION, INC.

By:  PRESIDENT

James Mark Gilmore, President