

Division of Corporations

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P02000070164

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC.

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC., a
Massachusetts corporation not qualified in Florida

INTO

MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC., a Florida
entity, P02000070164

File date: June 26, 2002, effective June 30, 2002

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC.,
a Massachusetts corporation,
INTO
MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC.,
a Florida corporation**

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TALLAHASSEE, FLORIDA

Medical Transcription Associates of Cape Cod, Inc., a Florida corporation (herein called "Parent"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Medical Transcription Associates of Cape Cod, Inc., a Massachusetts corporation (herein called "Subsidiary"), with and into Parent. Parent shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on June 30, 2002 (the "Effective Date").
3. Action by the shareholders of Parent on this Plan of Merger is not required because the Articles of Incorporation of Parent will not differ from its Articles before the merger, and each shareholder of Parent, whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was approved by the Board of Directors of Parent by written consent of all of the directors on 6/25, 2002;

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

MEDICAL TRANSCRIPTION ASSOCIATES OF
CAPE COD, INC., a Florida corporation
"Parent"

By: Valerie A. Strange
Valerie A. Strange
As its President

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MEDICAL TRANSCRIPTION ASSOCIATES OF
CAPE COD, INC., a Massachusetts corporation
"Subsidiary"

By: 

Valerie A. Strange
As its President

#482379

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lisa-482379

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EXHIBIT A

**PLAN OF MERGER
OF
MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC.,
a Massachusetts corporation,
INTO
MEDICAL TRANSCRIPTION ASSOCIATES OF CAPE COD, INC.,
a Florida corporation**

Merger between Medical Transcription Associates of Cape Cod, Inc., a Florida corporation (the "Parent"), and Medical Transcription Associates of Cape Cod, Inc., a Massachusetts corporation (the "Subsidiary") (collectively the "Constituent Corporations"). This merger is being effected under this Plan of Merger ("Plan") in accordance with Chapter 156B, Section 82, of the General Laws of Massachusetts and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act.

1. Ownership. Parent owns all of the issued and outstanding shares of common stock of Subsidiary, which are 100 shares of common stock, no par value.
2. Merger and Effective Date. As of the close of business on June 30, 2002 (herein called the "Effective Date"), Subsidiary shall merge with and into Parent, which shall be the surviving corporation, and the separate existence of Subsidiary shall cease.
3. Articles of Incorporation. The Articles of Incorporation of Parent, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Parent from and after the Effective Date until further amended as permitted by law.
4. Shareholders of the Constituent Corporations. On the Effective Date, each share of Subsidiary's common stock that shall be issued and outstanding at that time shall without more be cancelled. Each share of Parent's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of Parent's stock.

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5. Satisfaction of Rights of Subsidiary Shareholders. Since the only shareholder of Subsidiary is Parent, there are no dissenting shareholders and no notice to dissenting shareholders is necessary. The sole shareholder has waived the requirement of mailing a copy or summary of the Plan of Merger to each shareholder.

6. Effect of Merger. On the Effective Date, the separate existence of Subsidiary shall cease, and Parent shall be fully vested in Subsidiary's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act and Chapter 156B, Section 82, of the Business Corporation Law of the Commonwealth of Massachusetts.

7. Supplemental Action. If at any time after the Effective Date, Parent shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Parent or Subsidiary, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Parent, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Parent, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. On or prior to the Effective Date, Subsidiary and Parent shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger as appropriate, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Parent to the Florida Secretary of State and the Massachusetts Secretary of State.

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9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations.

MEDICAL TRANSCRIPTION
ASSOCIATES OF CAPE COD, INC.,
a Florida corporation
"Parent"

Date:

6/25/02

By:


Valerie A. Strange, Its President

MEDICAL TRANSCRIPTION
ASSOCIATES OF CAPE COD, INC., a
Massachusetts corporation
"Subsidiary"

By:


Valerie A. Strange, Its President

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