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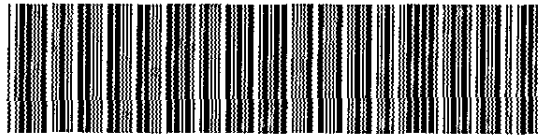
\$8.75

Special Instructions to Filing Officer:

⑧ 10/24 merger

LO2-110385
into
PO2-110998

Office Use Only



200008493622

HJH

RECEIVED

02 OCT 24 AM 11:42

DEPARTMENT OF STATE
DIVISION OF OFFICE REGISTRATION
TALLAHASSEE, FLORIDA

FILED

02 OCT 24 PM 1:53

DEPARTMENT OF STATE
DIVISION OF OFFICE REGISTRATION
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 794069 4330594

AUTHORIZATION

Patricia Pijets

COST LIMIT : \$ 68.75

ORDER DATE : October 24, 2002

ORDER TIME : 11:17 AM

ORDER NO. : 794069-005

CUSTOMER NO: 4330594

CUSTOMER: Margaret O. Ryder, Legal Asst
Adorno & Yoss, P.a.
2601 South Bayshore Drive
Suite 1600
Miami, FL 33133

ARTICLES OF MERGER

PROVIDER ACQUISITIONS, LLC

INTO

HEALTHCARE QUALITY SOLUTIONS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROVIDER ACQUISITION, LLC, L02000016385, A Florida Limited Liability
Company

INTO

HEALTHCARE QUALITY SOLUTIONS, INC., a Florida entity, P02000110998

File date: October 24, 2002

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Amount charged: 68.75

PLAN AND ARTICLES OF MERGER
OF
PROVIDER ACQUISITION, LLC,
A Florida Limited Liability Company

WITH AND INTO

HEALTHCARE QUALITY SOLUTIONS, INC.,
A Florida Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED ORGANIZATIONS DO HEREBY CERTIFY:

FIRST: The name and state of organization of each of the constituent organizations (the "Constituent Organizations") of the merger (the "Merger") is as follows:

NAME	STATE OF ORGANIZATION
POA-110998 Healthcare Quality Solutions, Inc. 56 West 400 South Salt Lake City, Utah 84101 Attn: Brian M. Milvain, President	Florida
LOA-110385 Provider Acquisition, LLC 201 South Biscayne Boulevard, Suite 1200 Miami, Florida 33133	Florida

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been approved and adopted, by the directors and the shareholders of Healthcare Quality Solutions, Inc. and the Manager of Provider Solutions, LLC, in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Healthcare Quality Solutions, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Organizations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Healthcare Quality Solutions, Inc. ("HQS" or "Surviving Corporation") as the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Organizations; (ii) all debts due to either of the Constituent Organizations, on whatever account, all causes in action and all other things belonging to either of the Constituent Organizations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Organizations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Organizations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Organizations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of HQS as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Incorporation and Bylaws.

(b) Conversion of Securities

Each Membership Interest of Provider Acquisition, LLC (the "Acquired Corporation") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each share of the Surviving Corporation common stock issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

FIFTH: Voting results for the Merger are as follows:

(a) Healthcare Quality Solutions, Inc. The Merger Agreement was submitted to and approved by the sole shareholder and the directors of the Surviving Corporation by unanimous written consent, dated October 29, 2002, and all 1,000 shares (100%) of the issued and outstanding common stock of the Surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

- (b) Provider Acquisition, LLC The Merger Agreement was submitted to and approved by the Manager of the Acquired Corporation by written consent, dated October 22, 2002. The Merger Agreement did not require the approval of the Members.

SIXTH: The Merger Agreement, dated October 22, 2002, by and between the Constituent Organizations, is on file at the principal place of business of HQS at 56 West 400 South, Suite 220, Salt Lake City, Utah 84101, and will be furnished on request without cost to any equity holder of either of the Constituent Organizations which are parties hereto.

SEVENTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

- (a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting equity holders of each domestic organization party to the Merger or share exchange; and
- (b) To agree that it will promptly pay to the dissenting equity holders of each domestic organization party to the Merger or share exchange the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

SIGNATURES ON FOLLOWING PAGE

IN WITNESS WHEREOF, the undersigned have executed this Plan and Articles of Merger as of the 22 day of October, 2002.

Provider Acquisition, LLC, a
Florida limited liability company

Healthcare Quality Solutions, Inc.,
a Florida corporation

By: [Signature]
DANIEL T. BOGAR
Its: Manager

By: _____

Its: _____

State of Florida)
County of _____)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared _____ the _____ of Healthcare Quality Solutions, Inc., a Florida corporation, who are personally known to me or who provided the following identification _____ and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: October _____, 2002

My commission expires:

Notary Public State of Florida

State of Florida)
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Daniel T. Bogar, the Manager of Provider Acquisition, LLC, a Florida limited liability company, who is personally known to me or who provided the following identification _____ and who signed the foregoing Plan and Articles of Merger on behalf of such company.

Dated: October 22, 2002

My commission expires:

[Signature]
Laurie Mansure
Notary Public State of Florida

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M1062391_1

Provider Acquisition, LLC, a
Florida limited liability company

Healthcare Quality Solutions, Inc.,
a Florida corporation

By: _____

Its: Manager

By: Brian M. Milvain
Brian M. Milvain
Its: President

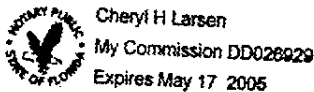
State of Florida FL)
County of Hillsborough

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Brian M. Milvain the President of Healthcare Quality Solutions, Inc., a Florida corporation, who are personally known to me or who provided the following identification FL License and who signed the foregoing Plan and Articles of Merger on behalf of such corporation.

Dated: October 18, 2002

Cheryl H. Larsen
Cheryl H. Larsen
Notary Public State of Florida

My commission expires:



State of Florida)
County of _____)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared _____, the Manager of Provider Acquisition, LLC, a Florida limited liability company, who is personally known to me or who provided the following identification _____ and who signed the foregoing Plan and Articles of Merger on behalf of such company.

Dated: October _____, 2002

Notary Public State of Florida

My commission expires: