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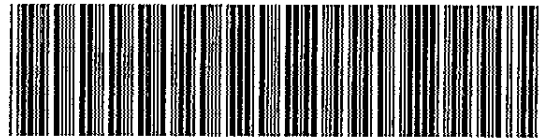
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12/26/03--01071--003 \*\*78.75

EFFECTIVE DATE  
12 30-03

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 DEC 26 PM 4:56

Merger  
1-7-04  
DC

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\*\*ALSO ADMITTED IN VIRGINIA  
AND THE DISTRICT OF COLUMBIA

\*ALSO ADMITTED  
IN ALABAMA

December 24, 2003

Via Federal Express

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

SUBJECT: MedStrategies, Florida, Inc., surviving corporation

The enclosed merger and check in the amount of \$78.75, for the filing fee of \$35.00 per party and the \$8.75 for a certificate of status, are submitted for filing.

Please return all correspondence concerning this matter to the following:

Russell E. Hinds  
Page, Scrantom, Sprouse, Tucker & Ford, P.C.  
1043 Third Avenue  
Post Office Box 1199  
Columbus, GA 31902-1199

For further information concerning this matter, please call:

Russell E. Hinds at (706) 243-5612.

Very truly yours,

PAGE, SCRANTOM, SPROUSE,  
TUCKER & FORD, P.C.

By:

  
Russell E. Hinds

REH:poj  
Enclosures

ARTICLES OF MERGER  
OF  
MEDSTRATEGIES, GEORGIA, INC.  
INTO AND WITH  
MEDSTRATEGIES, FLORIDA, INC.

EFFECTIVE DATE  
12-30-03

Pursuant to the provisions of the Official Code of Georgia Annotated § 14-2-1105 and Florida Statute § 607.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging MedStrategies, Georgia, Inc., a Georgia corporation ("Georgia"), with and into MedStrategies, Florida, Inc., a Florida corporation ("Florida").

I.

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein was duly approved by the Boards of Directors of Georgia and Florida.

II.

The name of the surviving corporation is "MedStrategies, Florida, Inc.".

III.

The Agreement and Plan of Merger was adopted by the shareholders of Georgia on December 23, 2003, and by the shareholders of Florida on December 23, 2003. The Agreement and Plan of Merger was approved by Florida in accordance with the applicable provisions of the Corporation Chapter of the Florida Statute.

IV.

Pursuant to the Agreement and Plan of Merger, the merger shall be effective as of December 30, 2003.

Dated this 23<sup>rd</sup> day of December, 2003.

MEDSTRATEGIES, GEORGIA, INC.

By: 

William L. Amos, Jr.  
President

MEDSTRATEGIES, FLORIDA, INC.

By: 

William L. Amos, Jr.  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 23<sup>rd</sup> day of December, 2003, (hereinafter referred to as the "Agreement"), by and between **MEDSTRATEGIES, GEORGIA, INC.**, a Georgia corporation, hereinafter referred to as the "Merging Corporation" and **MEDSTRATEGIES, FLORIDA, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation" (said corporations being sometimes hereinafter referred to as the "Constituent Corporations");

### WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and validly existing under the laws of the State of Georgia;

WHEREAS, the Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of the Merging Corporation and the Surviving Corporation deem it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that the Merging Corporation merge with and into the Surviving Corporation, with the Surviving Corporation to be the surviving corporation of the merger and to continue the business of the Constituent Corporations under the name "**MEDSTRATEGIES, FLORIDA, INC.**"; and

WHEREAS, the shareholders of the Merging Corporation and the Surviving Corporation have approved the merger of the Merging Corporation into the Surviving Corporation;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, and subject to the conditions hereinafter set forth, that the Merging Corporation be merged with and into the Surviving Corporation, the corporate existence of which shall be continued as a Florida corporation under the name of "**MEDSTRATEGIES, FLORIDA, INC.**", and thereafter the individual existence of the Merging Corporation shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the

shares of common stock of the Merging Corporation into shares of common stock of the Surviving Corporation are and shall be as follows:

1.

EFFECTIVE DATE

The merger herein contemplated shall be effective as of December 30, 2003 (the "Effective Date").

2.

CONVERSION OF SHARES

Upon the Effective Date, each share of the Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into one share of the Common Stock of the Surviving Corporation.

3.

EFFECT OF THE MERGER

Upon the Effective Date, the separate existence of the Merging Corporation shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Corporation, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest of or belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate, whether by deed or otherwise, vested in the Merging Corporation shall not revert or be in any way impaired by reason of this merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation, and any claim existing or action or proceeding pending may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

4.

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

5.

TERMINATION

At any time prior to the filing of the Articles of Merger by the Secretary of State of Georgia and the Department of State of Florida, the Board of Directors of the Surviving Corporation may terminate and abandon this Agreement, notwithstanding earlier approval by the Board of Directors of such corporation.

6.

MISCELLANEOUS

For the convenience of the Constituent Corporations, any number of counterparts hereof may be executed and each counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each caused this Agreement and Plan of Merger to be executed on their respective behalf, all by their respective duly authorized officers, on the 23<sup>rd</sup> day of December, 2003

MERGING CORPORATION:  
MEDSTRATEGIES, GEORGIA, INC.

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

William L. Amos, Jr.  
President

SURVIVING CORPORATION:  
MEDSTRATEGIES, FLORIDA, INC.

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

William L. Amos, Jr.  
President