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MERGER OR SHARE EXCHANGE

The Natural Hormone Institute of America, Inc.

Certificate of Status	0
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ARTICLES OF MERGER
Of

WOMEN'S MEDICINE, INC.
a Florida corporation

with and into

THE NATURAL HORMONE INSTITUTE OF AMERICA, INC.
a Florida corporation

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by **WOMEN'S MEDICINE, INC.**, a Florida corporation ("Women's Medicine") and **THE NATURAL HORMONE INSTITUTE OF AMERICA, INC.**, a Florida corporation ("Natural Hormone").

1. Women's Medicine, the merging corporation, and Natural Hormone, the surviving corporation, are both Florida corporations.

2. Women's Medicine's Florida Document Number is P99000062419. Natural Hormone's Florida Document Number is P04000013274.

3. A true and correct copy of the Plan of Merger (the "Plan of Merger") between Women's Medicine and Natural Hormone is attached hereto as Exhibit A and incorporated herein by reference.

4. The merger shall become effective at 12:01 a.m. on January 1, 2010.

5. The Plan of Merger is on file at the office of the surviving corporation (Natural Hormone) at the principal office address of 1891 Beach Boulevard, Suite 200, Jacksonville, Florida 32250. The Plan of Merger will be provided to each constituent corporation.

6. Pursuant to the Plan of Merger, Women's Medicine shall be merged with and into Natural Hormone and Natural Hormone shall be the surviving corporation.

7. The Plan of Merger was approved and adopted by unanimous written consent of the sole shareholder and director of Women's Medicine on December 28, 2009, and by the sole shareholder and director of Natural Hormone on December 28, 2009, and in each case effective as of January 1, 2010, in accordance with each corporation's articles of incorporation, bylaws and applicable law. The number of votes cast by the shareholder of Women's Medicine and Natural Hormone was sufficient for approval.

(Signatures Begin on Next Page)

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of December 28, 2009.

WOMEN'S MEDICINE, INC.,
a Florida corporation

By: 

Name: Lugenia James Randolph
Its: President

**THE NATURAL HORMONE
INSTITUTE OF AMERICA, INC., a**
Florida corporation

By: 

Name: Lugenia James Randolph
Its: President

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PLAN OF MERGER

THIS PLAN OF MERGER, is made and effective as of 12:01 a.m. on January 1, 2010, by and between **WOMEN'S MEDICINE, INC.**, a Florida corporation (the "Merged Corporation") and **THE NATURAL HORMONE INSTITUTE OF AMERICA, INC.**, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has One Thousand (1,000) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Thousand (1,000) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and the sole shareholder of the Merged Corporation and by the Board of Directors and the sole shareholder of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, that the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever

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account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

Upon the Merger becoming effective, the sole member of the Board of Directors of the Surviving Corporation shall be Lugenia James Randolph.

ARTICLE V

MANNER OF CONVERTING SHARES

Upon the Merger becoming effective, each share of the common stock of the Merged Corporation shall be converted into one share of the Common Stock of the Surviving Corporation.

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ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger was approved by the Board of Directors and the sole shareholder of the Merged Corporation on December 28, 2009 and approved by the Board of Directors and the sole shareholder of the Surviving Corporation on December 28, 2009. The votes cast by the shareholders of the Surviving Corporation were sufficient to approve the merger.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective at 12:01 a.m. on January 1, 2010.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

Merged Corporation:

WOMEN'S MEDICINE, INC.

By: 
Lugenia James Rudolph
Its: President

Surviving Corporation:

**THE NATURAL HORMONE INSTITUTE
OF AMERICA, INC.**

By: 
Lugenia James Rudolph
Its: President