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P.001

Division of Corporations

Page 1 of 1

Florida Department of State
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MERGER OR SHARE EXCHANGE
AMERICAN HEALTHCARE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
VISIONARY RCM, INC.
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

EFFECTIVE DATE12/31/11

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, American Healthcare Holdings, Inc., a Delaware corporation (the "Surviving Corporation"), hereby certifies the following information relating to the merger (the "Merger") of Visionary RCM, Inc., a Florida corporation ("Visionary RCM"), with and into the Surviving Corporation:

FIRST: The names, state of organization, and nature or type of each of the constituent entities are as set forth above.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), by and between the Surviving Corporation and Visionary RCM, has been approved, adopted, certified, executed, and acknowledged by each constituent corporation as of December 12, 2011, pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware, and is attached hereto.

THIRD: The name of the surviving corporation is American Healthcare Holdings, Inc., a Delaware corporation.

FOURTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the certificate of incorporation of the surviving corporation.

FIFTH: There are 10,000 authorized shares of stock of the non-Delaware corporation and the par value of those shares of stock for the non-Delaware corporation is \$0.001.

SIXTH: The effective date of this Certificate of Merger shall be December 31, 2011 at 11:59 p.m. EST.

SEVENTH: An executed copy of the Merger Agreement is on file at the principal office and place of business of the Surviving Corporation, located at 125 High Street, 14th Floor, Boston, Massachusetts 02110.

EIGHTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

IN WITNESS WHEREOF, American Healthcare Holdings, Inc. has caused this Certificate of Merger to be signed by an authorized officer, the twelfth day of December, 2011.



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc.

**ARTICLES OF MERGER
OF
VISIONARY RCM, INC.
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: American Healthcare Holdings, Inc., a Delaware corporation is the surviving corporation ("Surviving Corporation").

SECOND: Visionary RCM, Inc., a Florida corporation is the merging party ("Visionary RCM").

THIRD: The attached plan of merger has been approved, adopted, certified, executed, and acknowledged by Visionary RCM in accordance with the applicable provisions of Chapters 607, Florida Statutes and was adopted by the stockholders of Visionary RCM on December 12, 2011.

FOURTH: The attached plan of merger has been approved by the Surviving Corporation in accordance with the applicable laws of the State of Delaware and was adopted by the stockholders of the Surviving Corporation on December 12, 2011.

FIFTH: The name of the surviving corporation is American Healthcare Holdings, Inc., a Delaware corporation.

SIXTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the certificate of incorporation of the surviving corporation.

SEVENTH: The effective date of this Certificate of Merger shall be December 31, 2011 at 11:59 p.m. EST.

EIGHTH: An executed copy of the Merger Agreement is on file at the principal office and place of business of the Surviving Corporation, located at 125 High Street, 14th Floor, Boston, Massachusetts 02110.

NINTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

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12/15/2011 17:54 WDCORP

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P.004

IN WITNESS WHEREOF, *American Healthcare Holdings, Inc.* and *Visionary RCM, Inc.* have caused these Articles of Merger to be signed by authorized officers, on the twelfth day of December, 2011.

**AMERICAN HEALTHCARE HOLDINGS, INC., a
Delaware corporation**



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc.

VISIONARY RCM, INC. a Florida corporation



By: Henrik Crüger
Authorized Signatory of Visionary RCM, Inc.

**AGREEMENT AND PLAN OF MERGER
MERGING
VISIONARY RCM, INC.
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

DATED AS OF DECEMBER 12, 2011

This Agreement and Plan of Merger has been prepared in accordance with Section 607.1101 and 607.1107 of the Florida Business Corporation Act ("FBCA") and Section 252 of the Delaware General Corporation Law ("GCL").

1. **The Merger: Surviving Corporation.** Visionary RCM, Inc., a Florida corporation ("Visionary RCM"), shall be merged with and into American Healthcare Holdings, Inc., a Delaware corporation (the "Company") (the transaction referred to as the "Merger"), and thereupon the separate existence of Visionary RCM shall cease, and the Company, as the surviving corporation, shall continue to exist and be governed by the Delaware General Corporation Law.

2. **Effective Time of Merger; Rights and Obligations.** The Merger shall be effective as of December 31, 2011 at 11:59 p.m. EST (the "Effective Date"). As of the Effective Date, the Company shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal, and mixed), restrictions, disabilities, duties, and debts of the Company and Visionary RCM.

3. **Certificate of Incorporation: Bylaws.**

(a) The Certificate of Incorporation of the Company that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Company as of and after the Effective Date.

(b) The Bylaws of the Company that are in effect immediately prior to the Effective Date shall be the Bylaws of the Company as of and after the Effective Date.

4. **Directors and Officers.** The directors of the Company immediately prior to the Effective Date shall be the directors of the Company, and the officers of the Company immediately prior to the Effective Date shall be the officers of the Company as of and after the Effective Date; in each case, such directors and officers shall serve until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and the Bylaws of the Company, or until their earlier resignation or removal.

5. **Effect of Capital Stock.** As of the Effective Date, all issued and outstanding shares of Common Stock of Visionary RCM shall automatically be cancelled.

6. **Further Assurance of Title.** From time to time, as and when requested by the Company or by its successors and assigns, there shall be executed and delivered on behalf of Visionary RCM such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect, or

12/15/2011 17:54 VCCRP

(FAX)845 818 3588

P.006

confirm, of record or otherwise, in the Company the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of Visionary RCM and otherwise carry out the purposes of this Agreement and Plan of Merger, and the directors and appropriate officers of the Company is fully authorized in the name and on behalf of Visionary RCM or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Prior Corporate Acts. All corporate acts, plans, policies, contracts, approvals, and authorizations of each of Visionary RCM and the Company, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers, and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the Company and shall be as effective and binding thereon as the same were with respect to each of Visionary RCM and the Company. On the Effective Date, the employees and agents of Visionary RCM shall become the employees and agents of the Company and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of each of Visionary RCM.

This Agreement and Plan of Merger was adopted and approved by the Board of Directors of the Company by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of the Company, dated as of December 12, 2011.

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P.007

IN WITNESS WHEREOF, the undersigned officers of the Company and Visionary RCM acknowledge that the facts stated herein are true.

COMPUGROUP MEDICAL, INC., a Delaware corporation



By: Henrik Crüger
Authorized Signatory

VISIONARY RCM, INC., a Florida corporation



By: Henrik Crüger
Authorized Signatory