

P08000008414

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EXAMINER

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TALLAHASSEE, FLORIDA

Noreen Fenner

Requester's Name

200 W. College, Ste 311B

Address

TLH, FL 32301

212-0226

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Virtual Health Solutions, Inc. P08000008414

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

212-0226

*Plz call when ready.*

**ARTICLES OF MERGER**  
**OF**  
**MY HEALTHPHONE, LLC, a Florida limited liability company**  
**INTO**  
**VIRTUAL HEALTH SOLUTIONS, INC., a Florida corporation**

L07066013819

Pursuant to the authority of §607.1108 of the Florida Business Corporation Act and §608.438 of the Florida Limited Liability Company Act (jointly, the "Florida Acts"), MY HEALTHPHONE, LLC, a Florida limited liability company ("MHP"), and VIRTUAL HEALTH SOLUTIONS, INC., a Florida corporation ("VHS"), adopt the following Articles of Merger:

**ARTICLES OF MERGER**


- (1) **ARTICLE FIRST:** MHP shall be merged into VHS, and VHS shall be the surviving corporation (the "Merger"). Hereinafter, MHP and VHS are sometimes collectively referred to as the "Constituent Entities."
- (2) **ARTICLE SECOND:** The name of the surviving entity of the Merger is: "VIRTUAL HEALTH SOLUTIONS, INC.," which is a Florida corporation.
- (3) **ARTICLE THIRD:** A Plan of Merger, a copy of which is attached hereto as *Exhibit 1* and incorporated herein by reference, has been unanimously adopted and approved by the Board of Directors and all of the shareholders of VHS and by all of the managers and all of the members of MHP, in each case, by written consent, effective April 22, 2008, pursuant to the authority of, respectively, §607.0821 and §607.0704 and §608.4231 of the Florida Acts.
- (4) **ARTICLE FOURTH:** The effective date of the merger shall be 5:00 p.m., EDT, on April 24, 2008.

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CLERK OF THE CIRCUIT COURT  
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized persons (*i.e.*, including all members of MHP) as of the 22<sup>nd</sup> day of April, 2008.

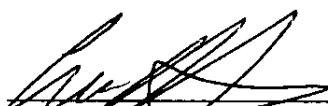
**MY HEALTHPHONE, LLC**

By:   
Lee Harary, Member

By:   
Steven H. Selznick, D.O., Member

By:   
Dennis R. Allen, Member

**VIRTUAL HEALTH SOLUTIONS, INC.**

By:   
Lee Harary, Chief Executive Officer

## **EXHIBIT 1**

### **PLAN OF MERGER**

(1) *Merger.* My Healthphone, LLC, a Florida limited liability company ("MHP") shall be merged with and into Virtual Health Solutions, Inc., a Florida corporation (the "Merger"). Virtual Health Solutions, Inc. ("VHS") shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective at 5:00 p.m., EDT, on April 24, 2008 following the filing of Articles of Merger with the Department of State of Florida in accordance with the provisions of applicable law (the "Effective Date").

(2) *Articles of Incorporation and Bylaws.* The Articles of Incorporation of VHS, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, and the Bylaws of VHS, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, in each case without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

(3) *Conversion of Membership Interests.*

(a) All membership interests of MHP issued and outstanding immediately prior to the Effective Date shall, in the aggregate, by virtue of the Merger, and without any action on the part of the holder thereof, be automatically converted, as of the Effective Date, into 693,000 (*i.e.*, 6,930 Voting Common Shares of the Surviving Corporation for each one percent (1%) membership interest in MHP) Voting Common Shares of the Surviving Corporation on a *pro rata* percentage interest basis.

(b) Each outstanding Common Share of VHS immediately prior to the Effective Date shall continue to be one equivalent outstanding Common Share of the Surviving Corporation. VHS has no shares other than Common Shares authorized or issued and outstanding.