

To:
Subject:

From: Patricia Tadlock

Thursday, October 09, 2008 10:51 AM Page: 1 of 5

PD8000077519

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000232749 3)))



H080002327493AFC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
2008 OCT -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0204-94180

MERGER OR SHARE EXCHANGE
TRANSPLANT MANAGEMENT SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

10/9/2008 10:43:13 AM

TB

10/9/08

To:
Subject:

From: Patricia Tadlock

Thursday, October 09, 2008 10:51 AM Page: 2 of 5

HO8000232749 3

AGREEMENT, PLAN AND ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER dated Sept. 29, 2008, by and between TRANSPLANT MANAGEMENT SOLUTIONS, INC., a Florida corporation ("Transplant-FL"), having its principal place of business at 4819 W. San Miguel St., Tampa, Florida 33629, and TRANSPLANT MANAGEMENT SOLUTIONS, INC., a New Mexico corporation ("Transplant-NM"), having its principal place of business at 943 Deer Drive NE, Albuquerque, NM, such corporations being hereinafter collectively referred to as the "Constituent Corporations."

FILED
2008 OCT -9 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

WHEREAS, Transplant-FL is a corporation duly organized and existing under the laws of the State of Florida, having been formed on August 20, 2008, effective August 15, 2008, and authorized to issue 1,000,000 shares of common stock, par value \$0.001 per share (the "Shares" of Transplant-FL); and

WHEREAS, Transplant-NM is a corporation duly organized and existing under the laws of the State of New Mexico, having been formed on March 9, 2005, and authorized to issue 100,000 shares of common stock, par value \$0.01 per share (the "Shares" of Transplant-NM); and

WHEREAS, the respective boards of directors of Transplant-FL and Transplant-NM deem it advisable and for the best interests of the Constituent Corporations that Transplant-NM be merged with and into Transplant-FL as the surviving corporation, and such boards of directors have duly approved the execution, delivery and performance of this Agreement and Plan of Merger (this "Plan").

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto have agreed and do hereby agree as follows:

1. MERGER AND NAME OF SURVIVING CORPORATION. At the Effective Date, as hereinafter defined, Transplant-NM shall be merged with and into Transplant-FL which is hereby designated as the "Surviving Corporation."

2. TERMS AND CONDITIONS OF MERGER. The terms and conditions of the merger are as follows:

(a) The Constituent Corporations shall be a single corporation, which shall be Transplant-FL, the corporation designated herein as the Surviving Corporation.

(b) The separate existence of Transplant-NM shall cease.

To:
Subject:

From: Patricia Tadlock

Thursday, October 09, 2008 10:51 AM Page: 3 of 5

H08000232749 3

(c) The Surviving Corporation shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation. All of the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal, intellectual and mixed, and all debts due to either Constituent Corporation on whatever account, belonging to each Constituent Corporation shall be vested in the Surviving Corporation. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation just as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired. All debts, liabilities and duties of the respective Constituent Corporation shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(d) All acts, plans, policies, contracts, approvals and authorizations of Transplant--NM and its board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Transplant--NM.

(e) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments as may be appropriate in giving effect to the merger.

(f) The directors and officers of Transplant--FL as of the Effective Date shall be the directors and officers of the Surviving Corporation.

3. MANNER AND BASIS OF CONVERTING SHARES.

(a) Each issued and outstanding Share of Transplant--NM at the Effective Date shall be converted into an issued and outstanding Share of Transplant--FL without any action on the part of the holder thereof.

(b) All Transplant--FL issued and outstanding Shares into which Transplant--NM issued and outstanding Shares shall have been converted pur-

To:
Subject:

From: Patricia Tadlock

Thursday, October 09, 2008 10:51 AM Page: 4 of 5

H08000232749 3

suant to this Plan shall be issued in full satisfaction of all rights pertaining to such converted Transplant--NM Shares.

(c) Each issued and outstanding Transplant--FL Share at the Effective Date shall remain issued and outstanding.

4. UNDERTAKINGS PURSUANT TO N.M.S.A. SECTION 53-14-7.

(a) The Surviving Corporation agrees that it may be served with process in New Mexico in any action, suit or proceeding for the enforcement of any obligation, and for the enforcement of the rights of any dissenting shareholders of Transplant--NM.

(b) The Secretary of State of the State of New Mexico is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to Transplant--FL at the address stated in the preamble of this Plan.

(c) The Surviving Corporation agrees that it will promptly pay to any dissenting shareholders the amount, if any, to which such shareholders shall be entitled under the provisions of the New Mexico Business Corporation Act with respect to the rights of dissenting shareholders.

5. ARTICLES OF INCORPORATION AND BYLAWS. The Articles of Incorporation of Transplant--FL as existing and constituted immediately prior to the Effective Date shall be and constitute the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law. The Bylaws of Transplant--NM as existing immediately prior to the Effective Date shall be and constitute the Bylaws of the Surviving Corporation until amended in the manner provided by law.

6. APPROVALS. This Plan was approved by the respective boards of directors and shareholders of each Constituent Corporation on Sept. 29, 2008.

7. EFFECTIVE DATE. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State and the New Mexico Secretary of State in accordance with the Florida Business Corporation Act, and the New Mexico Business Corporation Act, respectively. The date on which such merger shall become effective is herein called the "Effective Date."

8. OTHER PROVISIONS WITH RESPECT TO MERGER.

(a) This Plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the boards of directors of the

To:
Subject:

From: Patricia Tadlock

Thursday, October 09, 2008 10:51 AM Page: 5 of 5

H08000232749 3

Constituent Corporations, by mutual consent of the Constituent Corporations, expressed by action of their respective boards of directors.

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed exclusively in accordance with the laws of the State of Florida. Any matter arising out of this Plan shall be heard exclusively by a court of competent jurisdiction in Hillsborough County, Florida.

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the date stated above.

TRANSPLANT MANAGEMENT SOLUTIONS, INC.
a Florida corporation

By: 

Karen Campbell
Vice President

TRANSPLANT MANAGEMENT SOLUTIONS, INC.
a New Mexico corporation

By: 

Karen Campbell
Vice President

transplant/Docs/Articles of Merger

H08000232749 3