# Division of Corporations **Electronic Filing Cover Sheet**

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Division of Corporations

Fax Number : (850)617-6380

Fromt

Account Name : CORPORATE CREATIONS INTERNATIONAL INC

Account Number : 110432003053

Phone : (561)694-8107

Fax Number

: (561)694-1639

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#### MERGER OR SHARE EXCHANGE

Virtual Physician's Network Inc.

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

MUSION OF CORPORATIONS

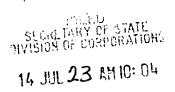
## ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the g	urviving corporation:		
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicable)	
Virtual Physician's Network Inc.	Florida	P11000010077	
Second: The name and jurisdiction of ea	ch merging corporation:		
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)	
DMH Acquisition Subsidiary, Inc.	Florida	P14000060191	
Third: The Plan of Merger is attached.			
Fourth: The merger shall become effect Department of State.	ive on the date the Articles o	f Merger are filed with the Florida	
	cific date. NOTE: An effective da ys after merger file date.)	te cannot be prior to the date of filing or more	
Fifth: Adoption of Merger by surviving. The Plan of Merger was adopted by the s	g corporation - (COMPLETE of the surviving	ONLY ONE STATEMENT) corporation on July 22, 2014	
The Plan of Merger was adopted by the band sharehol	poard of directors of the survider approval was not require		
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the s			
The Plan of Merger was adopted by the l	coard of directors of the merg der approval was not require		

(Attach additional sheets if necessary)



Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Virtual Physician's Network	me se	Mark Szporka, CFO
DMH Acquisition Subsidiary	MIDEL	Rik J. Deitsch President
•		

SCHETARY OF STATE SIVISION OF CHAPORATIONS
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## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

A Hast The state and justice of the partition of persons				
Name	<u>Jurisdiction</u>			
Virtual Physician's Network Inc.	Florida			
Second: The name and jurisdiction of each merging corporation:				
<u>Name</u>	Jurisdiction			
Virtual Physician's Network Inc.	Florida			
DMH Acquisition Subsidiary, Inc.	Florida			

Third: The terms and conditions of the merger are as follows:

First. The name and invisdiction of the surphing corneration:

At the Effective Time, Virtual Physician's Network, Inc. will merge with DMH Acquisition Subsidiary, Inc. and the separate existence of Merger Sub, shall cease and the Articles of Incorporation and By-Laws of VPN and the Company in effect immediately prior to the Effective Time shall be the Articles of Incorporation and By-laws of the surviving Corporation until duly adopted, amended or appealed. At the Effective Time of the effective merger shall be as provided in the applicable provisions of the Florida Corporation Business Act. Without limiting the foregoing, at and after the Effective Time, the Surviving Company shall possess all of the rights, privileges, powers and franchises, and subject to all of the restrictions, disabilities and duties, of each Merger Sub and the Company

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into each or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into each or other property are as follows:

SEE ATTACHED

(Attach additional sheets if necessary)

FOURTH: Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Parent or Company, or any other party, the issued and outstanding shares of common stock of the Company issued and outstanding immediately prior to the Effective Time, shall automatically be converted into the right to receive, in the aggregate, the Equity Consideration 0.566 shares of Preferred Stock for each share of Company common stock). Until surrendered for exchange in accordance with the Merger Agreement, each certificate theretofore representing shares of common stock of the Company shall from and after the Effective Time represent for all purposes only the right to receive the Equity Consideration. Each share of common stock of Merger Sub issued and outstanding immediately prior to the Effective Time that is owned by Parent shall be converted into and become one newly issued, fully paid and non-assessable share of common stock of the Surviving Company.

SUCRETARY OF STATE DIVISION OF CORPORATIONS

## THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

### <u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: