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**MERGER OR SHARE EXCHANGE  
SHADOW HEALTH, INC.**

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*Merger*  
*DC, 12/18/20*

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2020 DEC -7 P 4:33

ARTICLES OF MERGER  
OF  
RPS MERGER SUB FIVE INC.  
(a Florida corporation)  
WITH AND INTO  
SHADOW HEALTH, INC.  
(a Florida corporation)

P2-84257  
P11-48810

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Pursuant to Section 607.1105, Florida Statutes, the undersigned corporations do hereby certify to the following information relating to the merger (the "Merger") of RPS Merger Sub Five Inc. ("Merger Sub") with and into Shadow Health, Inc. (the "Company"), with the Company continuing as the surviving corporation:

FIRST: The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Shadow Health, Inc.	Florida
RPS Merger Sub Five Inc.	Florida

SECOND: A Transaction Agreement and Plan of Merger (the "Agreement"), dated as of November 25, 2020, by and among the Company, Merger Sub, Elsevier Inc., a Delaware corporation, the persons listed in Schedule I to the Agreement, Shadow Holding Ventures, Inc., a Florida corporation, David Massias, an individual, solely in his capacity as representative for the shareholders of the Company (other than Holdings) and the shareholders of Holdings, and David Massias, an individual, solely in his capacity as representative for the shareholders of Holdings, setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Section 607.1101(1)(b), Florida Statutes.

THIRD: The Agreement and the transactions contemplated thereby, including the Merger, were adopted and approved by the board of directors of each of the Constituent Corporations and were adopted and approved by the shareholders of each of the Constituent Corporations in actions by written consent, each dated as of November 25, 2020.

FOURTH: Following the Merger, the Company will continue as the surviving corporation (the "Surviving Corporation") and the separate corporate existence of Merger Sub will cease. The name of the Surviving Corporation following the Merger will be Shadow Health, Inc.

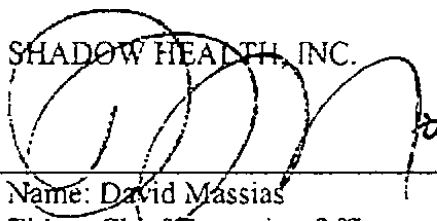
FIFTH: The articles of incorporation of the Surviving Corporation are hereby amended and restated to read in their entirety as set forth on Exhibit A attached hereto, and, as so amended and restated, will be the articles of incorporation of the Surviving Corporation until further amended pursuant to the provisions of Chapter 607, Florida Statutes.

SIXTH: The Merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State, Division of Corporations.

SEVENTH: An executed copy of the Agreement is on file at the office of the Surviving Corporation, the address of which is 201 SE 2nd Avenue, Suite 201, Gainesville, FL 32601.


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IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned duly authorized officer of the Company, as of this 7th day of December, 2020.

By:  SHADOW HEALTH, INC.  
Name: David Massias  
Title: Chief Executive Officer

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned duly authorized officer of Merger Sub, as of this 7th day of December, 2020.

RPS Merger Sub Five Inc.

By:   
Name: Kenneth E. Fogarty  
Title: Senior Vice President –  
Financial Services

[Signature Page to Articles of Merger]

**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**[See Attached]**

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SHADOW HEALTH, INC.**

Pursuant to the Florida Business Corporation Act (the "Act") Shadow Health, Inc. (the "Corporation") hereby certifies that

1. The original Articles of Incorporation were filed on May 23, 2011 and subsequently amended on January 8, 2013.
2. Pursuant to the Transaction Agreement and Plan of Merger, dated November 25, 2020, by and among Shadow Health, Inc. and RPS Merger Sub Five Inc., among others, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is SHADOW HEALTH, INC.

SECOND: The street address of the principal office of the Corporation is 1105 North Market St., Suite 501, Wilmington, DE 19801.

THIRD: The purpose of the Corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares that the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, par value \$0.01 per share ("Common Stock").

FIFTH: The name and street address of the registered agent of the Corporation in the State of Florida are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
C T Corporation System	1200 South Pine Island Road Plantation, Florida 33324

SIXTH: The name and the address of the incorporator are as follows:

NAME

ADDRESS

John G. Igoe

Edwards Angell Palmer & Dodge LLP  
525 Okeechobee Boulevard, Ste 1600  
West Palm Beach, FL 33401

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of the Directors of the Corporation (the "Board"). The number of directors of the Corporation shall be fixed from time to time by or pursuant to the Bylaws of the Corporation (the "Bylaws").

The directors of the Corporation shall be elected by the shareholders entitled to vote thereon at each annual meeting of the shareholders and shall hold office until the next annual meeting of the shareholders and until each of their successors shall have been elected and qualified. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director. The vote required for the election of directors by shareholders shall be the affirmative vote of a majority of the votes cast with respect to a director nominee. For purposes hereof, a "majority of the votes cast" shall mean that the number of votes cast 'for' a director must exceed the number of votes cast 'against' that director. 'Abstentions' will not count as votes either 'for' or 'against' a nominee.

Except as otherwise provided for or fixed by or pursuant to the provisions of these Articles of Incorporation, newly created directorships resulting from any increase in the number of directors may be filled by the Board, and any vacancies on the Board resulting from death, resignation, removal or other cause shall only be filled by the shareholders. Any director elected in accordance with the preceding sentence of this Article SEVENTH shall hold office until the next annual meeting of the shareholders and until such director's successor shall have been elected and qualified. A director may be removed with or without cause by the shareholders.

EIGHTH: Any action required or permitted to be taken by the shareholders of the Corporation may be effected by the written consent of the shareholders of the Corporation in lieu of a duly called annual or special meeting of the shareholders of the Corporation, provided that such written consent is signed or electronically transmitted by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a duly called annual or special meeting at which all shares entitled to vote thereon were present and voted. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the Florida Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in



excess of the indemnification and advancement otherwise permitted by Section 607.0851 of the Florida Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act, or any other law of the State of Florida, is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

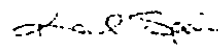
Any repeal or modification of the foregoing provisions of this Article TENTH by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ELEVENTH: Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

TWELFTH: The Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

*[The remainder of this page was intentionally left blank.]*

THE UNDERSIGNED, having been named as registered agent of the Corporation to accept service of process for the Corporation at the place designated in these Articles of Incorporation, certifies that it is familiar with and accepts the appointment as registered agent and agrees to act in this capacity as of this 7th day of December, 2020.



**Karen Spain**  
**Assistant Secretary**

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Registered Agent