

P110000073967

Florida Department of State
Division of Corporations
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.

((H12000102117 3)))



H120001021173ABCP

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 : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
PATIENT HEALTHCARE SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

MPK
4/18/12



April 18, 2012

FLORIDA DEPARTMENT OF STATE

PATIENT HEALTHCARE SOLUTIONS, INC. ^{Division of Corporations}
15511 NORTH FLORIDA AVENUE
SUITE D
TAMPA, FL 33613

SUBJECT: PATIENT HEALTHCARE SOLUTIONS, INC.
REF: P11000073967

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please list the officer's title in the seventh paragraph (signature page).

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000102117
Letter Number: 812A00012072

Can we pls keep the original file
date of 4/17/2012?

Thank you!

Kristine Roy
(561) 694-8107

RECEIVED

12 APR 18 AM 8:09

TALLAHASSEE, FLORIDA

FILED
2012 APR 17 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Patient Healthcare Solutions, Inc.	Florida	P11000073967

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PDC Network Corp.	Florida	P00000113965

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 12, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 12, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(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

PDC Network Corp

Alan J. Iezzi

Alan J. Iezzi, M.D., Director

Patient Healthcare Solutions, Inc.

George Connley

George Connley, Director

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.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Patient Healthcare Solutions, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PDC Network Corp

Florida

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

PDC Network Corp, (the "Merging Corporation") merges into Patient Healthcare Solutions, Inc. (the "Surviving Corporation"), which shall retain its name Patient Healthcare Solutions, Inc. after the merger. The Articles of Incorporation of the Surviving Corporation as heretofore in effect on the date Corporation shall continue in full force and effect as the Articles of Incorporation of the company surviving the merger. Any corporate documents filed with the Florida Secretary of State of any agreements among the shareholders of the Surviving Corporation (the "Corporate Documents") as it exists on the effective date of this Agreement shall be and remain the Corporate Documents of the Surviving Company until the same shall be altered, amended or repealed as therein provided.

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 cash 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 cash or other property are as follows:

Please see attached Addendum "1".

(Attach additional sheets if necessary)

Addendum "1" To Item 4 Plan of Merger

RE: PDC Network Corp and Patient Healthcare Solutions, Inc.

Fourth, (continued)

Except for the shares of capital stock held by shareholder's exercising their dissenter's rights, the manner of converting the outstanding shares of the capital stock of the Merging Corporation into common stock or other securities of the Surviving Corporation shall be as follows:

- (a) Each share of the capital stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Merger, shall remain issued and outstanding.
- (b) Each share of common stock of the Merging Corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereto, shall forthwith be changed and converted into one (1) share of common stock of the Surviving Corporation.
- (c) Each share of Class A Preferred Stock of the Merging Corporation which shall be outstanding on the effective date of this Merger, and all rights in respect thereto, shall forthwith be changed and converted into one (1) share of common stock of the Surviving Corporation. The anti-dilution rights of Class A Preferred Stock will be extinguished.
- (d) Each share of Class B Preferred Stock of the Merging Corporation which shall be outstanding on the effective date of this Merger, and all rights in respect thereto, shall forthwith be changed and converted into one (1) share of common stock of the Surviving Corporation. The holders of Class B Preferred Stock will lose anti-dilution rights but gain voting rights.
- (e) After the effective date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merging Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the Merging Corporation to be converted into common stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of membership units of the Surviving Corporation as though said surrender and exchange had taken place. After the effective date of this Merger, each registered owner of any uncertificated shares of common stock of the Merging Corporation shall have said shares cancelled and said registered owner shall be entitled to the number of membership units of the Surviving Corporation on the basis provided therein.