

P12000054129

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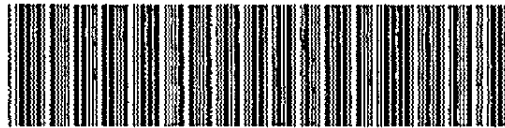
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@ 6/14/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRIORITY CARE SOLUTIONS, INC.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Peter H. Thomson, Esq.

Contact Person

LAUER & THOMSON, LLC

Firm/Company

618 Beaver Street, Suite 104

Address

Sewickley, PA 15143

City/State and Zip Code

pht@lauerthomson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter H. Thomson

Name of Contact Person

At (412)

741-2400

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
Priority Care Solutions, Inc.	Florida	P12000054129

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Priority Care Solutions, Inc.	Pennsylvania	

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DIVISION OF CORPORATIONS

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 4-1-2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 4-1-2012 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 4-1-2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 4-1-2012 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

Priority Care Solutions, Inc.

D. St. PT

Shannon L. Vissman, President

Priority Care Solutions, Inc.

D. St. PT

Shannon L. Vissman, President

PLAN OF MERGER
OF
PRIORITY CARE SOLUTIONS, INC., A PENNSYLVANIA CORPORATION
INTO
PRIORITY CARE SOLUTIONS, INC., A FLORIDA CORPORATION

THIS PLAN OF MERGER ("Plan of Merger") of Priority Care Solutions, Inc., a Pennsylvania Corporation ("PCS-PA"), and Priority Care Solutions, Inc., ("PCS-FL") a Florida corporation, providing for the merger (the "Merger") of PCS-PA with and into PCS-FL pursuant to Section 1921 of the Pennsylvania Corporation Law and Section 608.4382 of the Florida Statutes, is made as of the 1st day of January 2012.

RECITALS

WHEREAS, PCS-PA has been organized as a Pennsylvania corporation and has elected to be treated as a subchapter S corporation for federal and state income tax purposes.

WHEREAS, the shareholder of PCS-PA desires to reorganize PCS-PA into a Florida corporation. PCS-FL is a newly organized Florida corporation which has not previously conducted business and was formed for the purposes of effecting the Merger.

WHEREAS, for federal income taxes, the Merger is intended to be a mere change in identity, form, or place or organization of one corporation, as described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986. It is also intended that upon consummation of the Merger, PCS-FL will be treated as continuation of PCS-PA and will continue to be treated as a subchapter S corporation for federal and state income tax purposes.

WHEREAS, the Merger is intended to qualify as a "reorganization" under the provisions of Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, the parties agree as follows:

ARTICLE I

THE MERGER

1.1 SURVIVOR. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with applicable law, at the Effective Time of the Merger (as defined in SECTION 1.3), PCS-PA shall be merged with and into PCS-FL. As a result of the Merger, the separate existence of PCS-PA shall cease and PCS-FL shall continue as the Surviving Corporation of the Merger, under applicable Florida law.

1.2 THE MERGER. Upon the Merger becoming effective, PCS-FL will succeed to and possess, without further act or deed, all rights, privileges, immunities, franchises, powers and purposes of PCS-PA, and all property of every kind, whether real, personal or fixed, of PCS-PA (including without limitation all debts and obligations due or belonging to PCS-PA.) From and after the Effective time, PCS-FL will be responsible and liable for all of the liabilities, debts and obligations of PCS-PA as if PCS-FL has itself incurred them, and all rights of creditors will be preserved unimpaired.

1.3 EFFECTIVE TIME OF THE MERGER. Subject to the terms and conditions of this Agreement, and upon approval of this Plan by the shareholder and members of the Board of Directors of PCS-PA and the shareholder and members of the Board of Directors of PCS-FL, the articles of merger (the "Florida Articles of Merger") shall be executed and filed with the Secretary of State of the State of Florida ("Florida Secretary of State") in accordance with the Florida Business Corporations Act at or as soon as practicable after the Closing (as defined in SECTION 1.3). The Merger shall become effective upon such filing of the Florida Articles of Merger (the "Effective Time of the Merger").

ARTICLE II

MANNER OF EFFECTING THE MERGER

2.1 At the Effective Time, all of the shares of common stock in PCS-PA outstanding immediately before the Merger becomes effective shall be converted into common stock of PCS-FL on the basis of one share of common stock of PCS-FL for each one percent share of stock in PCS-PA.

2.2 At the Effective Time, each issued and outstanding share of common stock of PCS-FL shall be owned by the former shareholders of PCS-PA in the same proportion as held immediately prior to the Merger.

ARTICLE III

ARTICLES OF INCORPORATION; BY-LAWS

3.1 The Articles of Incorporation of PCS-FL in effect at the Effective Time shall continue as the Articles of Incorporation of PCS-FL until the same shall thereafter be altered or amended.

3.2 The By-Laws of PCS-FL in effect at the Effective Time shall continue as the By-Laws of PCS-FL until the same shall thereafter be altered or amended.

ARTICLE IV

CONDITIONS PRECEDENT TO OBLIGATIONS OF THE PARTIES

The obligations of PCS-PA and PCS-FL, respectively, under this Plan of Merger are subject to the fulfillment, prior to or at the Effective Time, of the following condition:

At the time for filing this Plan of Merger or the Articles or Certificates of Merger as provided for in Article I hereof, neither PCS-FL or PCS-PA shall be precluded, directly or indirectly, by any order or injunction of a court of competent jurisdiction from consummating the Merger, and no action shall have been taken, and no statute, rule or regulation shall have been enacted or adopted by any government or governmental agency, which action, statute, rule or regulation remains in effect and would, directly or indirectly, render illegal the consummation of the Merger.


ARTICLE V

POST-ADOPTIVE AMENDMENT

At any time prior to the filing pursuant to Article I of this Plan of Merger (or Articles or Certificates of Merger in respect thereof), this Plan of Merger may be amended, to the maximum extent permitted by applicable law or terminated by action of the shareholder or Board of Directors of PCS-FL or by the stockholder and Board of Directors of PCS-PA.

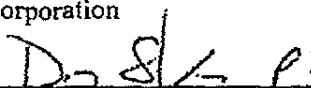
PRIORITY CARE SOLUTIONS, INC.,
A Pennsylvania corporation

By:


Shannon L. Vissman
President

PRIORITYCARE SOLUTIONS, INC.
A Florida corporation

By:


Shannon L. Vissman
President