

P19000032520

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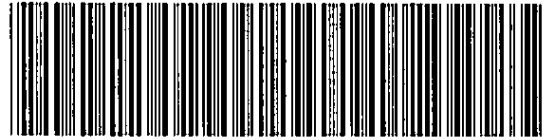
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R. WHITE  
MAY 08 2013

FILED  
2019 APR 25 PM 2:17  
MAY 08 2013

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HMS HEALTHCARE MANAGEMENT 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:

JOHN J. PALMERI

Contact Person

JOHN J. PALMERI, ATTORNEY AT LAW, LLC

Firm/Company

515 HIGHLAND AVENUE, P.O. BOX 297

Address

CHESHIRE, CT 06410

City/State and Zip Code

DONNAGALLUZZO17@GMAIL.COM

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

For further information concerning this matter, please call:

JOHN J. PALMERI

Name of Contact Person

At (203) 699-9132

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

FILED  
2019 APR 25 PM 2:17  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE STATE OF FLORIDA  
JACKSONVILLE

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Statutes, 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)
HMS Healthcare Management Solutions, Inc.	FLORIDA	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HMS Healthcare Management Solutions, Inc.	FLORIDA	P19000032520
HMS Healthcare Management Solutions, Inc.	CONNECTICUT	0297143

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 4/19/19.

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 4/19/19.

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

**HMS Healthcare Management**

**Solutions, Inc. (Florida)**

**Donna Galluzzo, President**

**HMS Healthcare Management**

**Solutions, Inc. (Connecticut)**

Donna Galluzzo, President

## **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

HMS Healthcare Management Solutions, Inc.

Florida

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

HMS Healthcare Management Solutions, Inc.

Florida

HMS Healthcare Management Solutions, Inc.

Connecticut

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

Upon the merger of the corporations HMS Healthcare Management Solutions, Inc. (Florida) will issue one share of its stock in exchange for each one share of stock of HMS Healthcare Management Solutions, Inc. (Connecticut) to each stockholder of record of HMS Healthcare Management Solutions, Inc. (Connecticut) on the effective date of the Merger.

**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:

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

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

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: