

P33440

Requestor's Name

Shiflet Imaging, Inc. d/b/a
CHERISHED MEMORIES
459 Franklin Avenue - P. O. Box 460
Aliquippa PA 15001-0460

500002456945--6
-03/13/98--01032--025
*****35.00 *****35.00

Office Use Only

IBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
98 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>N/C</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 SEP 24 AM 8:31
DIVISION OF CORPORATIONS

CORAPNC

See 3/12



September 2, 1997

RE: Merger of Shiflet Enterprises, Inc. Into Hospital Baby Picture Service, Inc.

We are very pleased to inform you that on August 31, 1997, Shiflet Enterprises, Inc. merged into Hospital Baby Picture Service, Inc. and the name of the surviving corporation has been changed to Shiflet Imaging, Inc. These two corporations were affiliated with each other prior to the merger and will continue to operate essentially the same businesses as they operated before the merger after the merger in one corporate entity under the name Shiflet Imaging, Inc. While the merger is expected to result in operating efficiencies for the businesses previously conducted separately by both of these corporations, we fully expect that Shiflet Imaging, Inc. will continue the excellent business relationship that either Shiflet Enterprises, Inc. or Hospital Baby Picture Service Inc. has enjoyed with you in the past.

We look forward to continuing to do business with you in the name of Shiflet Imaging, Inc. If you have any questions concerning this mere corporate reorganization, please feel free to contact Charles E. Matchett, CEO.

Very truly yours,

SHIFLET IMAGING, INC.

A handwritten signature in cursive script, reading 'Barbara J. Wiesenmayer'.

Barbara J. Wiesenmayer
President



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 29, 1997

SHIFLET IMAGING, INC.
CHERISHED MEMORIES
P.O. BOX 460
ALQUIPPA, PA 15001-0460

SUBJECT: HOSPITAL BABY PICTURE SERVICE, INC.
Ref. Number: P33440

We have received your document for HOSPITAL BABY PICTURE SERVICE, INC. and check(s) totaling \$. However, your check(s) and document are being returned for the following:

The date authorized to do business in Florida is April 5, 1991. Please correct your document accordingly.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00047961

*The requested great seal from the state was
just received therefore the delay in
replying. — Thank you*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

SHIFLET IMAGING, INC.
CHERISHED MEMORIES
P.O. BOX 460
ALIQUIPPA, PA 15001-0460

SUBJECT: HOSPITAL BABY PICTURE SERVICE, INC.
Ref. Number: P33440

We have received your document for HOSPITAL BABY PICTURE SERVICE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00012348

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
98 MAR 12 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. HOSPITAL BABY PICTURE SERVICE, INC.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: PENNSYLVANIA
3. Date authorized to do business in Florida: April 5, 1991

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

31 August 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

SHIFLET IMAGING, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Barbara M. Wenzel
Signature
Name and Title

PRESIDENT

25 February 1998
Date



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 06, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that on August 18, 1997, Articles of Merger were filed pursuant to the laws of the Commonwealth of Pennsylvania whereby, SHIFLET ENTERPRISES, INC., a Pennsylvania corporation, incorporated on November 26, 1962, merged into and with HOSPITAL BABY PICTURE SERVICE, INC., a Pennsylvania corporation, incorporated on October 24, 1990, which was the surviving corporation to the merger. The merger was effective as of August 31, 1997 and, pursuant to the merger, the surviving corporation changed its name to SHIFLET IMAGING, INC.

I DO FURTHER CERTIFY, That SHIFLET IMAGING, INC., is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date hereof.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, likely of the Secretary of the Commonwealth.

Secretary of the Commonwealth

DPOS

AUG 18 1997

Microfilm Number

9763-569

Filed with the Department of State on

Entity Number

1115273

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1928 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Hospital Baby Picture Service, Inc.
 *Note: Although Hospital Baby Picture Service, Inc. will survive the merger, its name will be changed pursuant to the merger to Shiflet Imaging, Inc.

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in the Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>459 Franklin Avenue</u>	<u>Aliquippa</u>	<u>PA</u>	<u>15001</u>	<u>Beaver</u>
	Number and Street:	City	State	Zip	County

(b) c/o: _____ County
 Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____	_____	_____	_____	_____
	Number and Street:	City	State	Zip	County

(b) c/o: _____ County
 Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____	_____	_____	_____
Number and Street	City	State	Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Shiflet Enterprises, Inc.</u>	<u>461 Franklin Avenue, Aliquippa, PA 15001</u>	<u>Beaver</u>

PA DEPT. OF STATE

AUG 18 1997

4. (Check, and if appropriate complete, one of the following):

____ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

X The plan of merger shall be effective on: August 31, 1997 at 11:59 p.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
Hospital Baby Picture Service, Inc.	-- Adopted by the directors and shareholders pursuant to 15 Pa. C.S. § 1924(a).

Shiflet Enterprises, Inc.	-- Adopted by the directors and shareholders pursuant to 15 Pa. C.S. § 1924(a).
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6. ~~These documents are prepared by a foreign corporation or corporations. The plan was authorized, adopted or approved as necessary by the foreign business corporation for each of the foreign business corporations party to the plan of merger and the laws of the jurisdiction in which it is incorporated.~~

7. (Check, and if appropriate complete, one of the following):

____ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

X Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>459 Franklin Avenue</u>	<u>Aliquippa</u>	<u>PA</u>	<u>15001</u>	<u>Beaver</u>
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 11th day of August, 1997.

Hospital Baby Picture Service, Inc.

(Name of Corporation)

BY: Barbara W. Zimmerman
(Signature)

TITLE: President

Shiflet Enterprises, Inc.

(Name of Corporation)

BY: Barbara W. Zimmerman
(Signature)

TITLE: President

9763- 571

C:\WPWIN60\WPDOCS\SHIFLET\MERGER\EXHIBIT.A

**ARTICLES OF MERGER
DOMESTIC BUSINESS CORPORATION**

Hospital Baby Picture Service, Inc.

Exhibit A

Pursuant to 15 Pa. C.S. § 1901, the following provision of the plan of merger pursuant to which Shiflet Enterprises, Inc. is merged with and into Hospital Baby Picture Service, Inc. amends the articles of incorporation of the surviving corporation as in effect subsequent to the effective date of the plan of merger and is hereby made a part of the Articles of Merger - Domestic Business Corporation. Section 3 of the plan of merger provides that the articles of incorporation of Hospital Baby Picture Service, Inc. shall be the articles of incorporation of the surviving corporation except that, as of the effective date of the merger, paragraph "1" of the articles of incorporation of the surviving corporation shall be deleted and replaced in its entirety with the following: "1. Corporate Name. The name of the Corporation is Shiflet Imaging, Inc."