

P93000005581

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MERGER OR SHARE EXCHANGE

Health Advocates, Inc.

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Merger

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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)
<u>Health Advocates, Inc.</u>	<u>Florida</u>	<u>P93000005581</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>HAI Acquisition, Inc.</u>	<u>Delaware</u>	<u>4216237</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 October 16, 2006.

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 October 16, 2006.

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)

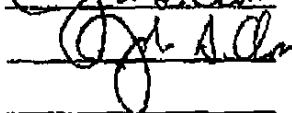
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & Title

Health Advocates, Inc.



John G. Chou Vice President and Secretary

HAJ Acquisition, Inc.



John G. Chou Vice President and Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is dated the 16th day of October, 2006, between Health Advocates, Inc., a Florida corporation ("Surviving Corporation"), and HAI Acquisition, Inc., a Delaware corporation ("Terminating Corporation"). The Surviving Corporation and the Terminating Corporation may hereafter be collectively referred to as the "Constituent Corporations."

WITNESSETH that:

WHEREAS: the Terminating Corporation owns 100% of the issued and outstanding capital stock of the Surviving Corporation; and

WHEREAS, the Constituent Corporations mutually desire to effect a merger (the "Merger"), pursuant to which HAI Acquisition, Inc. shall be merged into Health Advocates, Inc., with Health Advocates, Inc. as the Surviving Corporation, on the terms and conditions set forth herein.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: the Terminating Corporation shall be merged into and with the Surviving Corporation, with the Surviving Corporation being the surviving corporation in the Merger. Upon the Effective Date (as defined below) of the Merger, the corporate existence of the Terminating Corporation shall cease.

SECOND: The Merger shall, in accordance with the Florida Business Corporation Act ("FBCA"), become effective as of such time as the articles of merger with respect to such Merger are duly filed with the Secretary of State of the State of Florida (the "Effective Date").

THIRD: At and as of the Effective Date (i) the Amended Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Amended Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with their terms and applicable law, and (ii) the Bylaws of the Surviving Corporation immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Effective Date until such time as amended in accordance with the Bylaws and Amended Articles of Incorporation.

FOURTH: The manner of converting the outstanding shares of the capital stock of the Terminating Corporation into shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of issued and outstanding common stock, \$.01 par value, of the Terminating Corporation shall be converted into and exchanged for one share of the common stock, \$.01 par value, of the Surviving Corporation.

(b) Each share of issued and outstanding common stock, \$1.00 par value, of the Surviving Corporation immediately before the Effective Date shall be cancelled and shall no longer be issued or outstanding for any purposes.

FIFTH: The terms and conditions of the Merger are as follows:

(a) From and after the Effective Date, the directors and officers of Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified.

(b) The Merger shall become effective on the Effective Date, as provided above.

(c) Upon the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, license, regulations and other assets of every kind and description of the Terminating Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Terminating Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Terminating Corporation respectively. The Terminating Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Terminating Corporation acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Terminating Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Terminating Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties hereto have signed or caused their name to be signed to this Agreement as of the date first written above.

HEALTH ADVOCATES, INC.

By: 
Name: John G. Chou
Title: Vice President

HAI ACQUISITION, INC.

By: 
Name: John G. Chou
Title: Vice President