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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-05/06/98--01003--003

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Lazo, Gertman & Associates, Inc.

merging into:

U.S. Carlink, Inc.

Merger

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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RECEIVED  
5 MAY -5 PM 3:59  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAZO, GERTMAN & ASSOCIATES, INCORPORATED, a Florida corporation  
P93000027636

INTO

**U.S. CARELINK, INC.**, a Massachusetts corporation not qualified in Florida.

File date: May 5, 1998

Corporate Specialist: Annette Hogan

FILED  
MAY -5 PM 4:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
of the Florida Business

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

[illegible]

U.S. CareLink, Inc.

Massachusetts

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

**(NOTE: Plan of merger shall set forth:**

- (1) The name of each of the corporations planning to merge, and the name of the surviving corporation into which each other corporation plans to merge, which is hereinafter designated as the surviving corporation;
- (2) The terms and conditions of the proposed merger; and
- (3) (a) 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
- (3) (b) 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.

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of Lazo, Gertman & Associates, Inc. Incorporated  
(Name of merged corporation)

the 28th day of April, 19 98, and was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of U.S. CareLink, Inc. on \_\_\_\_\_  
(Name of surviving corporation)

the 28th day of April, 19 98.

Signed this 28th day of April, 19 98.

U.S. CareLink, Inc.

(Name of surviving corporation)

By

Paul M. Gertman  
(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Paul M. Gertman  
(Name)

President  
(Title)

Lazo, Gertman & Associates, Incorporated

(Name of merged corporation)

By

  
(Chairman or Vice Chairman of the Board  
of Directors, or President or another officer)

Paul M. Gertman

(Name)

President

(Title)