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2010 MAY 17 A 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
Teevo
5-19-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SunScript Medical Services, 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:

Anne Rider-Legal Dept.
Contact Person

Sun Healthcare Group, Inc.
Firm/Company

201 Sun Ave. NE
Address

Albuquerque, NM 87109
City/State and Zip Code

anne.rider@sunh.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anne Rider At (505) 821-3355
Name of Contact Person 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

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

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

2010 MAY 17 /
SECRETARY OF
TALLAHASSEE.

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

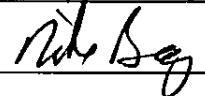
Typed or Printed Name of Individual & Title

SunScript Medical Services 



Michael T. Berg, Secretary

Advantage Health Services 




Michael T. Berg, Secretary


PLAN OF MERGER

1. SunScript Medical Services, Inc., which is a business corporation of the State of Florida, and Advantage Health Services, Inc., which is a business corporation of the State of Florida, hereby agree to merge Advantage Health Services, Inc. with and into SunScript Medical Services, Inc., pursuant to the provisions of the Florida Business Corporation Act
2. The separate existence of Advantage Health Services, Inc. shall cease at the effective time and date of the merger, and SunScript Medical Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Florida.
3. The articles of incorporation of SunScript Medical Services, Inc. are not amended in any respect by this Plan of Merger.
4. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.
5. The directors and officers in office of the surviving corporation upon the effective merger date of the mergers in the State of Florida shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. The outstanding shares of Advantage Health Services, Inc. immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
7. Each share of SunScript Medical Services, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of SunScript Medical Services, Inc. subsequent to the merger.
8. No shares of SunScript Medical Services, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
9. The Board of Directors and the proper officers of SunScript Medical Services, Inc. and Advantage Health Services, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
10. The merger shall be effective upon the date of filing with the Secretary of State of Florida.

ADVANTAGE HEALTH SERVICES, INC.

By: 
Name: Michael T. Berg
Its: Secretary

SUNSCRIPT MEDICAL SERVICES, INC.

By: 
Name: Michael T. Berg
Its: Secretary