

Division of Corporations

P94000014758

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000000366 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 379-9115  
Fax Number : (305) 381-9982

RECEIVED  
02 JAN -2 PM 4:17  
DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**MANAGED HEALTHCARE SYSTEMS, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

FILED  
02 JAN -2 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
spayne

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PSG-PBM, INC., a Florida corp., P97000005603

,

INTO

**MANAGED HEALTHCARE SYSTEMS, INC.**, a Florida entity, P94000014758

File date: January 2, 2002

Corporate Specialist: Susan Payne

JAN 02 2002 2:58 PM FR SHUTTS & BOWEN

TO 1526997100048818 P.03

H02000000366 3

## ARTICLES OF MERGER


Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), PSG-PBM, INC., a Florida corporation (the "Merged Company"), and MANAGED HEALTHCARE SYSTEMS, INC., a Florida corporation (the "Surviving Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger, dated December 27, 2001 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and incorporated herein by reference thereto.
2. The Plan of Merger was approved and adopted by the sole shareholder of the Merged Company on December 27, 2001, and was approved and adopted by the sole shareholder of the Surviving Company on December 27, 2001.
3. The Merger shall become effective on January 1, 2002.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of December 27, 2001.


PSG-PBM, INC., a Florida corporation

By:

  
Kenneth J. Sack  
President

MANAGED HEALTHCARE SYSTEMS, INC., a  
Florida corporation

By:

  
Kenneth J. Sack  
President

H02000000366 3

FILED

02 JAN -2 PM 4:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000000366 3

**EXHIBIT A****PLAN OF MERGER**

This Plan of Merger (this "Plan of Merger"), dated as of December 27, 2001, is entered into by and between MANAGED HEALTHCARE SYSTEMS, INC., a Florida corporation (the "Surviving Company"), and PSG-PBM, INC., a Florida corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, the sole shareholder of the Merged Company has determined that it would be in the best interest of such company, and the sole shareholder of the Surviving Company has determined that it would be in the best interest of such company, for the Merged Company to merge with and into the Surviving Company (the "Merger"); and

WHEREAS, the parties have structured the Merger as a tax free reorganization pursuant to Section 368(a) of the Internal Revenue Code;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Section 607.1101 of the Florida Business Corporation Act (the "Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on January 1, 2002 (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. Upon the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the

H02000000366 3

H02000000366 3

manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall remain and continue as the officers and directors of the Surviving Company until their successors are duly elected and qualified.

5. Conversion of Shares.

(a) Upon the Effective Date, each share of common stock of the Merged Company, issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired, without any action on the part of the holder thereof, and shall cease to exist without any consideration payable therefor.

(b) From and after the Effective Date, all shares of common stock of the Surviving Company, issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding and shall represent the issued and outstanding shares of common stock of the Surviving Company.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be amended or waived at any time prior to the Effective Date by the mutual consent of the Surviving Company and the Merged Company, by action taken by the Board of Directors of such party; provided that after the vote of either the sole shareholder of the Merged Company or the sole shareholder of the Surviving Company, this Plan of Merger may be amended or modified in whole or in part only so long as such amendment or modification is made in accordance with Section 607.1103(8) of the Act.

8. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both Constituent Corporations.

9. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

10. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

H02000000366 3


H02000000366 3

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**THE SURVIVING COMPANY:**

MANAGED HEALTHCARE SYSTEMS, INC.


By:

  
Kenneth J. Sack  
President

**THE MERGED COMPANY:**

PSG-PBM, INC.

By:

  
Kenneth J. Sack  
President

H02000000366 3

474748-1