

P 94000025556

ARTICLES OF MERGER
Merger Sheet

MERGING:

LSM COMPUTING, INC., a New Jersey corporation, not qualified in Florida

INTO

MEDICAL MANAGER SOUTHEAST, INC., a Florida corporation,
P94000025556

File date: April 28, 1997

Corporate Specialist: Karen Gibson

P94000025556

Akerman, Senterfitt & Flossberg, P.A.
Requestor Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471

City/State/Zip

Phone #

Amy

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ~~OSM~~ Medical Manager Southeast, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 500002157245--3
-04/29/97--01001--009
*****70.00 *****70.00

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

97 APR 28 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signatures and initials:
KRP
SL9

Akerman, Senterfitt & Eidson, P.A.
Requestor's Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471
City/State/Zip Phone #

RECEIVED

97 APR 30 AM 9: 53

DIVISION OF CORPORATION
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Medical Manager Southeast, Inc.
(Corporation Name) (Document #) 794000025556
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 3:00

☐ 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 type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" 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

Please give us
the 4/28/97
filing date -
That is the
date this
document was
originally filed -
If there is a
problem - please
call Loyce at
222-3471 AS AP



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

AKERMAN, SENTERFITT & EIDSON P.A.

TALLAHASSEE, FL

SUBJECT: MEDICAL MANAGER SOUTHEAST, INC.
Ref. Number: P94000025556

We have received your document for MEDICAL MANAGER SOUTHEAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

THE NAME OF THE NEW JERSEY CORPORATION DIFFERS IN THE FIRST SENTENCE. PLEASE CORRECT.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 697A00022071

ARTICLES OF MERGER
OF
LSM COMPUTING, INC.
AND
MEDICAL MANAGER SOUTHEAST, INC.

FILED
91 APR 28 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, LSM Computing, Inc., a New Jersey corporation, and Medical Manager Southeast, Inc., a Florida corporation, do hereby submit the following Articles of Merger.

1. Annexed hereto, and made a part hereof, is the Plan of Merger for merging LSM Computing, Inc. with and into Medical Manager Southeast, Inc., as adopted by resolution at a meeting of the Board of Directors of LSM Computing, Inc. on April 25, 1997, and by resolution adopted at a meeting of the Board of Directors of Medical Manager Southeast, Inc. on April 25, 1997.

2. The merger was duly approved by the shareholders of LSM Computing, Inc. and of Medical Manager Southeast, Inc. on April 25, 1997.

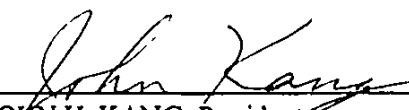
3. The merger of LSM Computing, Inc. with and into Medical Manager Southeast, Inc. is permitted by the laws of the State of New Jersey and is in compliance with such laws.

Executed on April 28, 1997.

LSM COMPUTING, INC.,
a New Jersey corporation

By: 
LORIN K. MILLER, President

MEDICAL MANAGER SOUTHEAST,
INC., a Florida corporation

By: 
JOHN H. KANG, President

PLAN OF MERGER adopted by LSM Computing, Inc., a business corporation organized under the laws of the State of New Jersey by resolution of its Board of Directors on April 25, 1997, and adopted by Medical Manager Southeast, Inc., a business corporation organized under the laws of the State of Florida by resolution of its Board of Directors on April 25, 1997.

1. LSM Computing, Inc. and Medical Manager Southeast, Inc. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, be merged with and into a single corporation, to wit: Medical Manager Southeast, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under the name of the surviving corporation pursuant to the provisions of the Florida Business Corporation Act. All applicable provisions of the laws of the State of Florida and the State of New Jersey have been, or upon compliance with filing and recording requirements will have been, complied with. Medical Manager Southeast, Inc. has complied with the provisions of the New Jersey Business Corporation Act with respect to foreign corporations. The separate existence of LSM Computing, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The articles of incorporation of the surviving corporation shall be the articles of incorporation of said surviving corporation at the effective time and date of the merger, and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The bylaws of the surviving corporation will be the bylaws of said surviving corporation at the effective time and date of the merger 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation shall, when the merger takes effect, be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their 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.

5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into 1538.23 ^{1538.23} shares of common stock, par value \$.01 per share, of Medical Manager Corporation, a Delaware corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and/or the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.

9. The surviving corporation agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of the non-surviving corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the non-surviving corporation against the surviving corporation.

10. The surviving corporation agrees that it will promptly pay to the dissenting shareholders of the non-surviving corporation the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.