

# P 94000025556

CT CORPORATION SYSTEM

CORPORATION(S) NAME

FILED  
01 MAR/28 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200003923732--4  
-03/28/01--01041--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

(2) Turnkey Business Systems, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
01 MAR 28 AM 11:11  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/28/01

Order#: 3690151

Ref#: \_\_\_\_\_

Amount: \$

EFFECTIVE DATE  
03-31-01

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

G. OUELLETTE MAR 29 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING:

TURNKEY BUSINESS SYSTEMS, INC., a Delaware corporation not qualified

INTO

**MEDICAL MANAGER SOUTHEAST, INC.**, a Florida entity, P94000025556.

File date: March 28, 2001 , effective March 31, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
TURNKEY BUSINESS SYSTEMS, INC.  
(Subsidiary Corporation)  
WITH AND INTO  
MEDICAL MANAGER SOUTHEAST, INC.  
(Parent Corporation)**

**FILED**  
**01 MAR 28 PM 4:08**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan of Merger was adopted by the Board of Directors of Medical Manager Southeast, Inc. on March 19, 2001. Shareholder approval of the Agreement and Plan of Merger was not required by either Medical Manager Southeast, Inc. or Turnkey Business Systems, Inc.
3. The merger will be effective on March 31, 2001.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 19 day of March, 2001.

MEDICAL MANAGER SOUTHEAST, INC.

By: John P. Sessions  
John P. Sessions  
Executive Vice President

TURNKEY BUSINESS SYSTEMS, INC.

By: John P. Sessions  
John P. Sessions  
President

**EFFECTIVE DATE**  
**03-31-01**

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**EXHIBIT A**

## PLAN OF MERGER

Pursuant to this Plan of Merger, dated as of the 19th day of March, 2001, Turnkey Business Systems, Inc., a Delaware corporation, shall be merged with and into Medical Manager Southeast, Inc., a Florida corporation, of which Turnkey Business Systems, Inc. is a wholly-owned subsidiary.

### SECTION 1 DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean the date on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the States of Delaware and Florida as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Medical Manager Southeast, Inc., a Florida corporation, which, subsequent to the merger contemplated by this Plan of Merger, shall continue to be known as Medical Manager Southeast, Inc. in accordance with Section 2.1 of this Plan of Merger.

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to Turnkey Business Systems, Inc., a Delaware corporation.

1.4 Merger. "Merger" shall refer to the merger of the Subsidiary Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

### SECTION 2 TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the States of Delaware and Florida, and subject to the terms and conditions of this Plan of Merger, the Subsidiary Corporation shall, on the Effective Date, be merged with and into Medical Manager Southeast, Inc., which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name Medical Manager Southeast, Inc.

2.2 Effective Date. The Merger contemplated by this Plan of Merger shall be effective on March 31, 2001.

2.3 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as they exist on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of Medical Manager Southeast, Inc. shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualified.

2.6 Officers. The officers of Medical Manager Southeast, Inc. shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualified.

### SECTION 3 MANNER OF CONVERTING SHARES

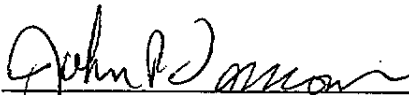
The issued and outstanding shares of the Subsidiary Corporation shall be cancelled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

### SECTION 4 RIGHTS OF DISSENTING SHAREHOLDERS

Shareholders of the Subsidiary Corporation who, except by virtue of the application of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and dissent from the Merger under the Florida Business Corporation Act may be entitled upon compliance with the Florida Business Corporation Act regarding the rights of dissenting Shareholders, to be paid the fair value of their shares.

Medical Manager Southeast, Inc., as the sole shareholder of the Subsidiary Corporation, waives the requirement of the parent corporation to mail a copy of the Plan of Merger to each shareholder of record of the Subsidiary Corporation.

MEDICAL MANAGER SOUTHEAST, INC.

By:   
John P. Sessions  
Executive Vice President