

P95000067514

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TRIAD DISCOUNT BUYING SERVICE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$192.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

BALDASARE, INC. A FLORIDA ENTITY

into

AFFINITY HEALTHCARE CENTER AT WATERFORD LAKES, P.L., a Florida
entity L02000001501

File date: March 19, 2002

Corporate Specialist: Agnes Lunt

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H020000596005

**ARTICLES OF MERGER OF
PREMIER MEMBERSHIP SERVICES, LLC,
MEMBER SERVICE OF AMERICA, LLC, AND
ORCHID ASSOCIATES, LLC INTO
TRIAD DISCOUNT BUYING SERVICE, INC.**

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Address	Jurisdiction of Formation	Entity Type
Premier Membership Services, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Delaware	Limited Liability Company
Florida Document/Registration Number: FEI Number:	M00000001104 65-1018859	
Orchid Associates, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Florida	Limited Liability Company
Florida Document/Registration Number: FEI Number:	L99000003398 65-0929934	
Member Service of America, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Nevada	Limited Liability Company
Florida Document/Registration Number: FEI Number:	N/A	

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Address	Jurisdiction of Formation	Entity Type
Triad Discount Buying Service, Inc. 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Florida	Corporation
Florida Document/Registration Number: FEI Number:	P95000067514 65-0605853	

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THIRD: The attached Plan of Merger meets the requirements of Sections 607.1109 and 608.4382, and was approved by each domestic corporation party to the merger in accordance with Chapter 607, and by each domestic limited liability company party to the merger in accordance with Chapter 608, Florida Statutes.

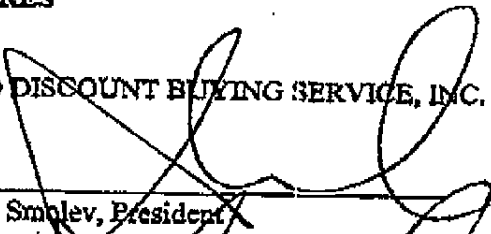
FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the laws of their respective jurisdictions of formation.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.


SIGNATURES

Dated: March 18, 2002

TRIAD DISCOUNT BUYING SERVICE, INC.

By: 
Ira Smolev, President

PREMIER MEMBERSHIP SERVICES, LLC

By: 
Ira Smolev, Authorized Person

MEMBER SERVICE OF AMERICA, LLC

By: 
Ira Smolev, Authorized Person

ORCHID ASSOCIATES, LLC

By: 
Ira Smolev, Authorized PersonFILED
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**PLAN OF MERGER OF
PREMIER MEMBERSHIP SERVICES, LLC,
MEMBER SERVICE OF AMERICA, LLC, AND
ORCHID ASSOCIATES, LLC INTO
TRIAD DISCOUNT BUYING SERVICE, INC.**

Pursuant to Florida Business Corporation Act

FIRST: The exact name and jurisdiction of each merging party (collectively, the "Non-Surviving Companies") are as follows:

Name and Address	Jurisdiction of Formation
Premier Membership Services, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Delaware
Orchid Associates, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Florida
Member Service of America, LLC 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Nevada

SECOND: The exact name and jurisdiction of the surviving party (the "Surviving Corporation") is as follows:

Name and Address	Jurisdiction of Formation
Triad Discount Buying Service, Inc. 925 South Federal Highway, Suite 175 Boca Raton, FL 33432	Florida

THIRD: The Non-Surviving Companies shall pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation at the effective time and date of the merger, shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the Non-Surviving Companies shall cease at the effective time and date of the merger pursuant to the provisions of the laws of each of their respective jurisdictions of organization.

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FOURTH: The Articles of Incorporation and the present bylaws of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation and the bylaws, respectively, of the said surviving corporation and said Articles of Incorporation and bylaws shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

FIFTH: The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

SIXTH: The issued membership interests of the Non-Surviving Companies shall not be converted in any manner, but such membership interests which are issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

SEVENTH: The Plan of Merger herein made and approved 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 and as the sole member of each of the Non-Surviving Companies, the Surviving Corporation has approved of the Plan of Merger.

EIGHTH: In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Surviving Corporation and the Non-Surviving Companies hereby stipulates 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

NINTH: The managers and the proper officers of the Non-Surviving Companies and the Board of Directors and the proper officers 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.

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