

P96000059044

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
PREFERRED CARE PARTNERS HOLDING CORP.

Certificate of Status	0
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Page Count	07 6
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*Merger*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



June 4, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PREFERRED CARE PARTNERS HOLDING, CORP.

9100 S DADELAND BLVD

SUITE 1250

MIAMI, FL 33156US

SUBJECT: PREFERRED CARE PARTNERS HOLDING, CORP.

REF: P96000059044

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Tina Roberts  
Regulatory Specialist II

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**\*RE-SUBMIT\***

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Preferred Care Partners Holding, Corp.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Sharon Stuckmayer  
Contact Person

UnitedHealthcare  
Firm/Company

9900 Bren Road East, MNT502  
Address

Minnetonka, MN 55343  
City/State and Zip Code

sharon.stuckmayer@uhc.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sarah Iannacone At ( 612 ) 492-6152  
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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF  
EHS EQUITY HOLDINGS, INC.  
WITH AND INTO  
PREFERRED CARE PARTNERS HOLDING CORP.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned Michelle Huntley Dill, the Assistant Secretary of Preferred Care Partners Holding Corp., a Florida corporation (the "Company") and Michelle Huntley Dill, the Assistant Secretary of EHS Equity Holdings, Inc., a Florida corporation ("EHS"), hereby certifies on behalf of the Company and EHS as follows:

1. The constituent corporations are: Preferred Care Partners Holding Corp., a Florida corporation and EHS Equity Holdings, Inc., a Florida corporation.
2. The surviving corporation shall be the Company.
3. The certificate of incorporation of the Company shall be the certificate of incorporation of the surviving corporation.
4. The merger shall be effective at 11:59 p.m., Eastern Time, on June 1, 2012.
5. The Board of Directors of the Company and EHS each duly adopted the Plan of Merger attached hereto as Exhibit A for the merger into the Company of EHS on June 1, 2012.
6. United HealthCare Services, Inc. ("UHS") owns all of the outstanding shares of EHS. UHS and EHS own all of the outstanding shares of the Company. UHS and EHS have each approved the merger.

IN WITNESS WHEREOF, the Company and the Subsidiary have caused these Articles of Merger to be executed by Michelle Huntley Dill, the Assistant Secretary of the Company and Michelle Huntley Dill, the Assistant Secretary of EHS, this 31st day of May, 2012, to be effective at 11:59 p.m., Eastern Time, on June 1, 2012.

**EHS EQUITY HOLDINGS, INC.**

By: Michelle Huntley Dill  
Name: Michelle Huntley Dill  
Title: Assistant Secretary

**PREFERRED CARE PARTNERS HOLDING,  
CORP.**

By: Michelle Huntley Dill  
Name: Michelle Huntley Dill  
Title: Assistant Secretary

**EXHIBIT A**

**Plan of Merger**

*(see attached)*

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is adopted as of May 31, 2012, by and among EHS Equity Holdings, Inc., a Florida corporation ("EHS"), Preferred Care Partners Holding, Corp., a Florida corporation ("PCPHC") and United HealthCare Services, Inc., a Minnesota corporation ("Parent").

**WHEREAS**, Parent owns all of the outstanding shares of EHS;

**WHEREAS**, Parent and EHS own all of the outstanding shares of PCPHC;

**WHEREAS**, the Board of Directors of EHS (i) have determined that this Agreement, the Merger and the other transactions contemplated by this Agreement are in the best interests of Parent, as shareholder of EHS, (ii) have approved this Agreement, the Merger and the other transactions contemplated by this Agreement, and (iii) have recommended that the shareholders of EHS approve this Agreement, the Merger and the other transactions contemplated by this Agreement;

**WHEREAS**, the Board of Directors of PCPHC (i) have determined that this Agreement, the Merger and the other transactions contemplated by this Agreement are in the best interests of Parent and EHS, as shareholders of PCPHC, (ii) have approved this Agreement, the Merger and the other transactions contemplated by this Agreement, and (iii) have recommended that the shareholders of PCPHC approve this Agreement, the Merger and the other transactions contemplated by this Agreement;

**WHEREAS**, each of (i) Parent, as shareholder of EHS and PCPHC, and (ii) EHS, as shareholder of PCPHC, has approved this Agreement, the Merger and the other transactions contemplated by this Agreement;

**WHEREAS**, EHS, PCPHC and Parent desire that EHS and PCPHC merge into a single corporation as hereinafter specified (the "Merger"); and

**WHEREAS**, (i) Parent, as owner of all of the outstanding shares of EHS, and (ii) Parent and EHS, as owners of all of the outstanding shares of PCPHC, waive the notice requirement called for pursuant to subsection (4) of Section 607.1103 of the Florida Business Corporation Act.

**NOW THEREFORE**, pursuant to Section 607.1101 of the Florida Business Corporation Act, the parties hereto hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

**FIRST**, at the Effective Time (as defined below), EHS will be merged with and into PCPHC, and PCPHC shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law.

**SECOND**, the Articles of Incorporation of PCPHC as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

**THIRD**, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) At the Effective Time, the outstanding shares of EHS shall be cancelled (along with the certificates representing same) and all rights in respect of shall thereupon cease to exist; and
- (b) At the Effective Time, each share of PCPHC which is outstanding immediately prior to the merger shall continue to be outstanding and shall be one share of the capital stock of the surviving corporation.

**FOURTH**, the terms and conditions of the merger are as follows:

- (a) The bylaws of PCPHC as they shall exist at the Effective Time shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided;
- (b) The directors and officers of PCPHC shall continue in office as directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified; and
- (c) The merger shall become effective (the "Effective Time") on June 1, 2012.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, this Agreement has been duly executed as of the date and year first above written.

**UNITED HEALTHCARE SERVICES,  
INC.**

By: Michelle Huntley Dill  
Name: Michelle Huntley Dill  
Title: Assistant Secretary

**EHS EQUITY HOLDINGS, INC.**

By: Michelle Huntley Dill  
Name: Michelle Huntley Dill  
Title: Assistant Secretary

**PREFERRED CARE PARTNERS  
HOLDING CORP.**

By: Michelle Huntley Dill  
Name: Michelle Huntley Dill  
Title: Assistant Secretary

Merger Agreement - EHS Equity Holdings, Inc. and  
Preferred Care Partners Holding Corp.