

Florida Department of State  
Division of Corporations  
Public Access System

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.

((H070002405183)))



H070002405183ABC.

**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 : AKERMAN SENTERFITT (JACKSONVILLE)  
Account Number : 105543000740  
Phone : (904)798-3700  
Fax Number : (904)798-3730

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 SEP 27 PM 11:29

**MERGER OR SHARE EXCHANGE**

Specialty Disease Management Services, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	3
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

Murder/CC/CUB

(10) 9.27.07



September 27, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPECIALTY DISEASE MANAGEMENT SERVICES, INC.

3030 HARTLEY RD

STE 290

JACKSONVILLE, FL 32257

SUBJECT: SPECIALTY DISEASE MANAGEMENT SERVICES, INC.

REF: P97000033238

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 507A00056721

RECEIVED

2007 SEP 27 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H07000240518 3

**ARTICLES OF MERGER**  
**USPM MERGER SUBSIDIARY, INC.**  
**INTO**  
**SPECIALTY DISEASE MANAGEMENT SERVICES, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, USPM Merger Subsidiary, Inc., a Delaware Corporation ("USPMMS") and Specialty Disease Management Services, Inc., a Florida corporation ("SDM") hereby execute these Articles of Merger for the purpose of merging USPMMS with and into SDM (the "Merger").

**ARTICLE I**

The name and jurisdiction of the surviving corporation is Specialty Disease Management Services, Inc., a corporation organized under the laws of the State of Florida.

**ARTICLE II**

The name and jurisdiction of the merging corporation is USPM Merger Subsidiary, Inc., a corporation organized under the laws of the State of Delaware.

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE IV**

The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**ARTICLE V**

The Plan of Merger was duly approved by unanimous written consent of the stockholders of the surviving corporation, on September 26, 2007.

**ARTICLE VI**

The Plan of Merger was duly approved by unanimous written consent of the stockholders of USPMMS, the merging corporation, on September 26, 2007.

FILED STATES  
SECRETARY OF CORPORATIONS  
01 SEP 27 PM 1:29

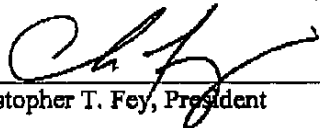
H07000240518 3

H07000240518 3

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of  
USPMMS and SDM as of September 26, 2007.

**USPM MERGER SUBSIDIARY, INC.,**  
a Delaware corporation

By: \_\_\_\_\_

  
Christopher T. Fey, President

**SPECIALTY DISEASE MANAGEMENT SERVICES, INC.,**  
a Florida corporation

By: \_\_\_\_\_

  
Frederic Goldstein

H07000240518 3

H07000240518 3

**Exhibit A**

**PLAN OF MERGER**

**OF**

**USPM MERGER SUBSIDIARY, INC. (a Delaware corporation)**

**WITH AND INTO**

**SPECIALTY DISEASE MANAGEMENT SERVICES, INC. (a Florida corporation)**

1. **Name and Jurisdiction of Surviving Corporation.** The name and jurisdiction of the surviving corporation is Specialty Disease Management Services, Inc., a corporation organized under the laws of the state of Florida.

2. **Name and Jurisdiction of Merging Corporation.** The name and jurisdiction of the merging corporation is USPM Merger Subsidiary, Inc., a corporation organized under the laws of the state of Delaware.

3. **Merger.** USPM Merger Subsidiary, Inc., shall, pursuant to Section 607.1105, Florida Statutes, be merged with and into Specialty Disease Management Services, Inc. in accordance with this Plan of Merger (the "Merger") upon the date this Plan of Merger is filed with the Florida Department of State (the "Effective Date"). Specialty Disease Management Services, Inc. shall be and continue in existence as the surviving corporation (which is sometimes hereinafter referred to as the "Surviving Corporation") and the separate corporate existence of USPM Merger Subsidiary, Inc., shall cease at the Effective Date.

4. **Conversion of Shares.** Each issued and outstanding share of common stock of USPM Merger Subsidiary, Inc., shall, at the Effective Date, be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation. At the Effective Date, the issued and outstanding shares of common stock of Specialty Disease Management Services, Inc., par value \$0.01 per share, shall be converted into the right to receive 1,500,000 shares of common stock, par value \$0.001 per share of U.S. Preventive Medicine, Inc., a Delaware corporation, as set forth in and subject to the terms and conditions of Section 2.1(c) of the Merger Agreement made and entered into as of September \_\_, 2007 by and among U.S. Preventive Medicine, Inc., a Delaware corporation, USPM Merger Subsidiary, Inc., a Delaware corporation, Specialty Disease Management Services, Inc., a Florida corporation, and the Stockholders of Specialty Disease Management Services, Inc.

5. **Articles.** The Articles of Incorporation of Specialty Disease Management Services, Inc. which are in force and effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation thereafter until duly amended in accordance with the Florida Business Corporation Act.

1507758v1

H07000240518 3