

P97000077410

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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\*\*\*\*\*17.50 \*\*\*\*\*17.50

Corporation(s) Name

Youn Doctor, Inc.

Merging INTO: Youn Doctor, Inc.

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<input type="checkbox"/> (XXX) Walk in	<input type="checkbox"/> (XXX) Pick-up	<input type="checkbox"/> ( ) Will Wait

RECEIVED  
00 JAN 21 PM 12 1000  
FILED  
JAN 21 PM 2:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Name Availability: \_\_\_\_\_  
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Please Return Extra  
Copies File Stamped  
To:  
Jeffrey Butterfield

1/21

Thank You!

G. COULLETTE JAN 26 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 21, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: YOURDOCTOR, INC.  
Ref. Number: P97000077410

*mark-17  
pick up*

We have received your document for YOURDOCTOR, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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 (850) 487-6903.

ATTN: Cheryl Coulliette  
Document Specialist

Letter Number: 500A00003018

*please*

*Back Date.*

*Thanks*

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JAN 25 PM 3:51

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

YOURDOCTOR, INC., a Florida corporation, P97000077410

INTO

**YOURDOCTOR, INC..** a Delaware corporation not qualified in Florida

File date: January 21, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
YOURDOCTOR, INC.  
(a Florida Subchapter S corporation)  
WITH AND INTO  
YOUR DOCTOR, INC.  
(a Delaware corporation)**

**FILED**  
00 JUN 21 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes:

1. The name and state of incorporation of the surviving corporation is YourDoctor, Inc., which is incorporated under the laws of the State of Delaware ("**YourDoctor**").

2. The name and state of incorporation of the merging corporation is YourDoctor, Inc., which is incorporated under the laws of the State of Florida ("**Target**").

3. The attached Plan of Merger summarizes the Agreement and Plan of Merger dated as of October 13, 1999, by and among YourDoctor and Target (the "**Merger Agreement**"), has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the applicable laws of the State of Delaware.

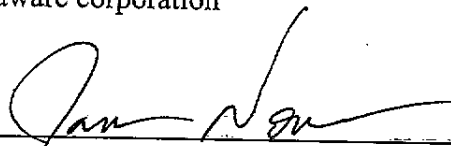
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the Board of Directors of YourDoctor on October 13, 1999 and stockholder approval was not required.

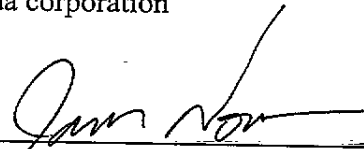
6. The Plan of Merger was adopted by the Board of Directors of Target on October 13, 1999 and by its Shareholders on October 13, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of the 27th day of December, 1999.

YOURDOCTOR, INC.,  
a Delaware corporation

By:   
James G. Norman, M.D.,  
*President and Chief Financial Officer*

YOURDOCTOR, INC.,  
a Florida corporation

By:   
James G. Norman, M.D.,  
*President and Chief Executive Officer*

## PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. **Merging Parties:** The name and jurisdiction of formation, organization or incorporation of the merging parties are as follows:

(i) YourDoctor, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) YourDoctor, Inc., which is incorporated under the laws of the State of Florida.

2. **Surviving Party:** The surviving party is YourDoctor, Inc., a Delaware corporation.

3. **Terms and Conditions:** The terms and conditions of the merger of YourDoctor, Inc., a Delaware corporation ("**YourDoctor**") and YourDoctor, Inc., a Florida corporation ("**Target**") are as follows:

(i) Target will be merged with and into YourDoctor (the "**Merger**"), and the "Effective Time" of such Merger shall be the time of confirmation of the filing of a certificate of merger (the "**Certificate of Merger**") with the Delaware Secretary of State in accordance with the Delaware General Corporation Law;

(ii) Upon the filing of the Certificate of Merger, the separate existence of Target shall cease, and YourDoctor shall be the surviving corporation;

(iii) All of the rights and obligations of Target existing immediately prior to the Effective Time shall become the rights and obligations of YourDoctor;

(iv) The name of the surviving corporation shall continue to be YourDoctor, Inc. unless thereafter amended in accordance with applicable law;

(v) The certificate of incorporation and the bylaws of YourDoctor shall continue to be said corporation's certificate of incorporation and bylaws until thereafter amended in accordance with applicable law; and

(vi) The directors and officers of YourDoctor shall continue to be said corporation's directors and officers.

4. **Manner and Basis of Converting Shares:** At the Effective Time, all of the issued and outstanding shares of Target, including all options, warrants or other rights of any

kind to acquire shares or securities convertible into shares (collectively, "**Target Capital Stock**"), shall be canceled and cease to be outstanding and shall be converted into the right to receive shares of common stock of YourDoctor ("**YourDoctor Shares**"). The rights, preferences and privileges of the YourDoctor Shares are set forth in the Amended and Restated Certificate of Incorporation of YourDoctor, Inc. on file in the office of the Secretary of State of Delaware. Each share of Target Capital Stock issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and shall be converted into Thirty-Three Thousand Two Hundred (33,200) YourDoctor Shares (for a total of Four Million, Nine Hundred and Seventy Thousand (4,970,000) YourDoctor Shares for all Target Capital Stock).

No fractional YourDoctor Shares shall be issued, but in lieu thereof any fractional share shall be rounded up to the nearest whole share.

5. **Mode of Effecting Merger:** The merger shall be effected by filing a Certificate of Merger with the Delaware Secretary of State in accordance with the Delaware General corporation Law and by filing these articles of merger with the Florida Secretary of State. All certificates representing Target Capital Stock (the "**Certificates**") outstanding immediately prior to the date of confirmation of the filing of the Certificate of Merger with the Delaware Secretary of State shall be converted into YourDoctor Shares. At the Effective Time, the record holder of each Certificate shall be entitled to receive in exchange therefor the number of YourDoctor Shares to which such holder is entitled, as described in paragraph 4 above. Each Certificate shall be deemed at any time after the Effective Time to represent solely the right to receive upon surrender thereof YourDoctor Shares.

YourDoctor shall deliver certificates representing the YourDoctor Shares to each Stockholder within thirty (30) days of the date such Stockholder surrenders his or her original Certificate or Certificates representing all of the Target Capital Stock he or she owns, but the Stockholders shall be deemed the lawful holders of the YourDoctor Shares to which they are entitled in the Merger as of the Effective Time regardless of whether they have received certificates representing the YourDoctor Shares.