

P97000093003

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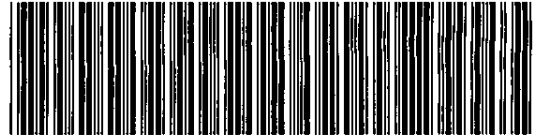
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Merge

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12 FEB -3 AM 11:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 07 2012
T. ROBERTS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EdgeMED Healthcare Solutions Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Gary Kurstin
Contact Person

EdgeMED Healthcare Solutions Inc.
Firm/Company

1650 S Powerline Road, Suite F
Address

Deerfield Beach, Fl 33442
City/State and Zip Code

gkurstin@edgemed.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary Kurstin At (954) 426-8002 ext. 101
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
FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EdgeMED Healthcare Solutions Inc.	FLORIDA	P97000093003

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
International Computer Maintenance INC.	FLORIDA	G41257
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/31/2011

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/31/2011

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated December 31, 2011, by and between EdgeMED Healthcare Solutions Inc., a Florida corporation ("EM") and International Computer Maintenance Inc., a Florida corporation ("ICM"), pursuant to Section 607.1101, Florida Statutes.

RECITALS:

- A. The Board of Directors and Shareholders of EM and ICM have resolved that the two corporations be merged pursuant to the Florida Business Corporation Act (the "Act") into a single corporation existing under the Act, with EM being the surviving corporation.
- B. The authorized capital stock of EM consists of 5,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "EM Common Stock"), of which 100 shares are issued and outstanding.
- C. The authorized capital stock of ICM consists of 7500 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "ICM Common Stock"), of which 100 shares are issued and outstanding; and
- D. The respective Boards of Directors and Shareholders of EM and ICM have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

OPERATIVE PROVISIONS

In consideration of the foregoing premises and the mutual covenants, representations and warranties set forth and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

The parties hereto, intending to be bound legally, hereby agree as follows:

1. Filing of Certificate of Merger; Effective Date Articles of Merger shall be filed in accordance with the Act. The Merger shall become effective upon filing with the Florida Department of State (the "Effective Date").
2. Certain Effects of Merger: On the Effective Date, the separate existence of ICM cease, and ICM shall be merged into EM, which, as the Surviving Corporation, shall possess all the rights, privileges, and powers, and be subject to all the liabilities and debts of ICM; and all property, real, personal, and mixed, and all debts due to ICM on whatever account, as well for stock subscriptions and all other things in action or belonging to ICM, shall be vested in EM. At any time or any times after the Effective Date, the officers of ICM or the corresponding officers of EM, may, in the name of ICM, execute and deliver all such proper deeds, assignments, and other instruments and take of cause to be taken all such further or other action as EM may deem necessary or desirable in order to vest,

perfect, or confirm in EM title to and possession of all ICM property, rights, privileges, and powers, and otherwise to carry out the purposes of this Agreement.

3. **Name of Surviving Corporation.** The surviving corporation, EM, shall retain its name.
4. **Certificate of Incorporation.** The Certificate of Incorporation of EM as in effect immediately before the Effective Date shall be unchanged, except as it may be affected by this Merger.
5. **Bylaws.** The Bylaws of EM, as in effect immediately before the Effective Date, shall be unchanged, except as they may be affected by this Merger.
6. **Conversion of Shares.** Each one share of ICM Common Stock which shall be issued and outstanding immediately before the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of EM Common Stock, and outstanding certificates representing shares of ICM Common Stock shall thereafter represent shares of EM Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of EM.
7. **Termination.** This Agreement and Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date, if the Board of Directors and Shareholders of EM or ICM duly adopt a resolution abandoning this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first written above.

EdgeMED Healthcare Solutions Inc.

By: 

Gary Kurstin, CEO

International Computer Maintenance Inc.

By: 

Gary Kurstin, Chairman of the Board