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Division of Corporations  
**P97000093147**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

Transcription South, Inc.

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June 28, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

TRANSCRIPTION SOUTH, INC.  
13555 AUTOMOBILE BLVD.  
SUITE 320  
CLEARWATER, FL 33762

SUBJECT: TRANSCRIPTION SOUTH, INC.  
REF: P97000093147

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.

Please include the DATE of adoption for each corporation involved in the merger. July 1 is the effective date-not the date of adoption.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H06000168681  
Letter Number: 906A00042703

P.O BOX 6327 -- Tallahassee, Florida 32314

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**ARTICLES OF MERGER OF  
CHOICE TRANSCRIPTIONS, INC.  
WITH AND INTO  
TRANSCRIPTION SOUTH, INC.**

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
1. Choice Transcriptions, Inc. 3812 Sepulveda Boulevard, Suite 550 Torrance, CA 90505	California	CA Number C2345787

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Transcription South, Inc. 13555 Automobile Boulevard, Suite 320 Clearwater, Florida 33762 FEI Number: 650793171	Florida	P97000093147

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1105, Florida Statutes, and was approved by the shareholders of each domestic corporation that is a party to the merger in connection with Chapter 607, Florida Statutes, on June 23, 2006, and was approved by the shareholders of each foreign corporation on June 23, 2006.

**FOURTH:** The merger shall become effective on July 1, 2006.

**FIFTH:** Signature(s) for each party.

Name of Entity

Signature(s)

Typed or Printed Name and  
Title of Individual

Choice Transcriptions, Inc.



T. L. Petcete  
Chief Financial Officer

Transcription South, Inc.



John Cardinal  
Vice President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statutes, is being submitted in accordance with Section 607.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Choice Transcriptions, Inc.	California

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Transcription South, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "TRANSCRIPTION SOUTH, INC." after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of the merging party or the shareholders of the surviving party, all of the issued and outstanding certificates representing shares of stock in merging party shall be cancelled. Certificates representing ownership of shares of stock in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

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