

P99000004728



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

**HOLD**  
**FOR PICKUP BY**  
**UCC SERVICES**

OFFICE USE ONLY (Document #)

775037

200003091642--1

-01/07/00--01057--025

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Doctor's Who's Who Inc.

**NEED TODAY**

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

**WILL WAIT**

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED  
00 JAN -7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JAN -7 AM 11:50  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

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

T. LEWIS JAN 7 2000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

DOCTOR'S WHO'S WHO, INC., a Florida corporation, P99000004728.

INTO

**DOCTORS WHO'S WHO, INC..** a Delaware corporation not qualified in Florida

File date: January 7, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER**

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

FILED  
00 JAN -7 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of the surviving corporation is Doctors Who's Who, Inc., a Delaware corporation (the "Surviving Corporation").
- SECOND: The name of the merging corporation is Doctor's Who's Who, Inc., a Florida corporation (the "Merging Corporation").
- THIRD: The Plan of Merger is attached.
- FOURTH: The merger shall become effective upon the filing of the Articles of Merger with the Department of State of Florida and the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware.
- FIFTH: The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on October 31, 1999 by written consent.
- SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on October 31, 1999 by written consent.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on this 31<sup>st</sup> day of October, 1999.

DOCTOR'S WHO'S WHO, INC.,  
a Florida Corporation

By 

Name: Irwin Selinger  
Title: President

DOCTORS WHO'S WHO, INC.,  
a Delaware Corporation

By 

Name: Irwin Selinger  
Title: President

## **EXHIBIT A**

PLAN OF MERGER, dated October 31, 1999, entered into between Doctor's Who's Who, Inc., a Florida corporation ("Parent"), and Doctors Who's Who, Inc., a Delaware corporation ("Subsidiary").

WHEREAS, Parent owns the entire outstanding capital stock of Subsidiary;

WHEREAS, the laws of the State of Florida and the State of Delaware permit the merger of Parent with and into Subsidiary; and

WHEREAS, the Board of Directors and the stockholders of Parent deem it desirable and in the best interests of Parent and its stockholders to merge Parent with and into Subsidiary, and have duly approved this Plan for that purpose.

NOW, THEREFORE, in order to prescribe the terms and conditions of such merger and the mode of carrying such merger into effect, the parties hereby agree as follows:

1. Definitions

For purposes of this Plan, the following defined terms shall have the meanings set forth in this Article, unless otherwise defined herein. All Article and Section numbers used herein refer to Articles and Sections of this Plan, unless otherwise described.

1.01 "Act" means the Florida Business Corporation Act.

1.02 "Effective Time" means the later of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Department of State of Florida.

1.03 "Merger" means the merger of Parent with and into Subsidiary as contemplated by this Plan and so evidenced by the filing of Articles of Merger meeting the requirements of Section 607.1105 of the Act with the Department of State of Florida in accordance with such Section and the filing of a Certificate of Ownership and Merger meeting the requirements of Section 253 of the Delaware General Corporation Law with the Secretary of State of the State of Delaware in accordance with such Section.

1.04 "Parent Common Stock" means the common stock, par value \$.001 per share, of Parent.

1.05 "Subsidiary Common Stock" means the common stock, par value \$.001 per share, of Subsidiary.

2. Terms and Effect of Merger

2.01 Parent and Subsidiary are the merging corporations as contemplated by the Act. At the Effective Time and pursuant to the Act:

(a) Doctor's Who's Who, Inc., a Florida corporation, shall be merged with and into Doctors Who's Who, Inc., a Delaware corporation, and the separate existence of Doctor's Who's Who, Inc., a Florida corporation, shall cease.

(b) Doctors Who's Who, Inc., a Delaware corporation, shall be the surviving corporation, and shall continue for all purposes whatsoever.

(c) The certificate of incorporation and by-laws of the surviving corporation shall be the Certificate of Incorporation and By-Laws of Subsidiary as in effect at the Effective Time which shall remain unchanged and unaffected by the Merger.

(d) The persons who are the directors of Subsidiary at the Effective Time shall be the directors of the surviving corporation, until their respective successors are duly elected and qualified.

(e) The persons who are the officers of Subsidiary at the Effective Time shall be such officers of the surviving corporation, until the Board of Directors of the surviving corporation shall otherwise determine.

(f) Each share of Parent Common Stock issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of the Subsidiary Common Stock, and all rights of the holder thereof in respect to each share of Parent Common Stock so converted shall be extinguished, other than rights as a holder of Subsidiary Common Stock, as set forth herein.

(g) Each option, warrant or other right to purchase shares of Parent Common Stock outstanding immediately prior to the Effective Time shall, at the Effective Time, be converted into and become an option, warrant or right to purchase one share of Subsidiary Common Stock for each share of Parent Common Stock such option, warrant or right would have entitled the holder thereof to receive if the holder had exercised such option, warrant or right, immediately prior to the Effective Time. Any such option, warrant or right to purchase shares of Subsidiary Common Stock shall have the same terms and conditions as the option to purchase shares of Parent Common Stock so converted. The surviving corporation shall have no obligation to reissue any such option, warrant or other right.

2.02 The merging corporations, at the Effective Time, shall become a single corporation. Subsidiary shall continue to exist as the surviving corporation and shall thereupon and thereafter possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, and be subject to all the restrictions, disabilities and duties of each of the merging corporations; all real property and personal property, tangible and intangible, of every kind, belonging to each of the merging corporations shall vest in Subsidiary without further act or deed; any claim existing or action or proceeding pending by or against any of the merging corporations shall be enforced as if the Merger had not taken place; all liabilities and obligations of the merging corporations shall thenceforth attach to Subsidiary; and, subject to such action as may be taken by the Board of Directors of the Delaware Subsidiary, in accordance with generally

accepted accounting principles, the capital and surplus of the Delaware Subsidiary shall be equal to the capital and surplus of the Corporation and of the Delaware Subsidiary.

3. Exchange of Stock Certificates

At and after the Effective Time, each holder of an outstanding certificate theretofore representing shares of Parent Common Stock which have been converted into shares of Subsidiary Common Stock, upon presentation of such certificate for surrender to Subsidiary or Subsidiary's stock transfer agent, if any, shall be entitled to receive in lieu thereof and in exchange therefor a certificate representing the number of shares of Subsidiary Common Stock into which such shares of Parent Common Stock have been converted pursuant to Section 2.01. Until so surrendered, each outstanding certificate that prior to the Merger represented such shares of Parent Common Stock shall be deemed, for all corporate purposes, to evidence ownership of the number and kind of shares of Subsidiary Common Stock into which such shares have been converted pursuant to Section 2.01. After the Effective Time, there will be no further transfers on the stock transfer books of Parent of shares of Parent Common Stock that were outstanding immediately prior to the Effective Time. If a certificate representing such shares is presented for transfer, it will be cancelled and a certificate representing shares of Subsidiary Common Stock will be issued therefor pursuant to the terms of the Plan of Merger.

4. General

4.01 This Plan and the performance of the transactions contemplated hereby shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

4.02 All of the provisions of this Plan shall be binding upon and inure to the benefit of, and be enforceable by, the parties hereto and their respective successors, but this Plan and the rights and obligations of the parties hereunder shall not be assigned.

4.03 This Plan may be amended, superseded or terminated, and any of the terms hereof may be waived, only by a written instrument specifically stating that it amends, terminates or cancels this Plan, or waives any of the terms hereof, executed by all parties or, in the case of a waiver, by the party waiving compliance, and subject to any approval by the Board of Directors or stockholders of any of the parties that may be required by law.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

DOCTOR'S WHO'S WHO, INC.,  
a Florida Corporation

By 

Name: Irwin Selinger  
Title: President

DOCTORS WHO'S WHO, INC.,  
a Delaware Corporation

By 

Name: Irwin Selinger  
Title: President