

P99000039447

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MERGER OR SHARE EXCHANGE

ADVANCED DATA SOLUTIONS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HN OPTIONS, INC., a Florida corporation, P99000039447

INTO

ADVANCED DATA SOLUTIONS, INC., a Georgia corporation not qualified in
Florida

File date: May 5, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 6, 1999

HN OPTIONS, INC.
GOLDEN GLADES OFFICE PARK, SECTION 1
500 N.W. 165 STREET, SUITE 100
MIAMI, FL 33169

SUBJECT: HN OPTIONS, INC.
REF: P99000039447

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 date, shown on #5 of the plan of merger, is incomplete.

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) 487-6906.

Darlene Connell
Corporate Specialist

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 TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
 OF
 HN OPTIONS, INC.
 (a Florida corporation)
 AND
 ADVANCED DATA SOLUTIONS, INC.
 (a Georgia corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging corporations are HN OPTIONS, INC., a business corporation organized under the laws of the State of Florida, the disappearing corporation ("Disappearing Corporation"), and ADVANCED DATA SOLUTIONS, INC., a business corporation organized under the laws of the State of Georgia, the surviving corporation ("Surviving Corporation").

2. The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the provisions of the laws of the State of Georgia.

3. The merger shall be effective on the date of filing of these Articles of Merger.

4. The Plan of Merger was approved and adopted by the Board of Directors and shareholder of the Disappearing Corporation by written consent dated May 4, 1999, and by the Board of Directors and shareholder of the Surviving Corporation by written consent dated May 3, 1999. A copy of the Plan of Merger is attached hereto as Exhibit "A."

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed these Articles of Merger as of the 4th day of May, 1999.

"DISAPPEARING CORPORATION"
 HN OPTIONS, INC.,
 a Florida corporation

By: 

Name: J. E. T. NEED
 Title: CHAIRMAN + CEO

THIS DOCUMENT PREPARED BY:
 NINA S. GORDON, P.A.
 Florida Bar No. 435309
 Broad and Cassel
 201 S. Biscayne Boulevard, Suite 3000
 Miami, Florida 33131
 (305) 373-9400

"SURVIVING CORPORATION"
 ADVANCED DATA SOLUTIONS, INC.,
 a Georgia corporation

By: 

Name: RICHARD T. HOWARD
 Title: President and Chief Executive Officer

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Exhibit A

**PLAN OF MERGER
OF
HN OPTIONS, INC.
AND
ADVANCED DATA SOLUTIONS, INC.**

THIS PLAN OF MERGER (the "Plan") is entered into this 4th day of May, 1999, by and between HN OPTIONS, INC., a Florida corporation (the "Disappearing Corporation"), and ADVANCED DATA SOLUTIONS, INC., a Georgia corporation (the "Surviving Corporation"), as approved by the Boards of Directors and shareholders of said corporations:

RECITALS:

A. The Surviving Corporation is duly organized and existing under the laws of the State of Georgia. The Disappearing Corporation is duly organized and existing under the laws of the State of Florida.

B. The Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

C. The Disappearing Corporation and Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida and the State of Georgia (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantecs and representations contained in this Plan and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and a Certificate of Merger shall be filed with the Georgia Secretary of State pursuant to Section 14-2-1105 of the Georgia Business Corporation Code (the "Georgia Code"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger and the Certificate of Merger.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Georgia Code and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation

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and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Each share of the Disappearing Corporation's common stock outstanding on the Effective Date shall, by virtue of the Merger, become a share of the common stock of the Surviving Corporation. All of the outstanding shares of the Surviving Corporation's common stock owned by the shareholder of the Surviving Corporation immediately prior to the Merger shall be cancelled, shall cease to exist and shall be converted into the right to receive the consideration specified in Section 2(d) of that certain Agreement and Plan of Merger dated as of May 4, 1999 (the "Merger Agreement"), among HealthNet Data Link, Inc., Phoenix Health Care Management Services, Inc. and the Surviving Corporation.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Code.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Code.

8. Directors and Officers. The directors and officers of the Surviving Corporation from and after the Effective Date shall be:

Directors

Kester J. Nedd, D.O.
J. Alan Whorton
Kenneth Nedd, Jr.

Officers

Kester J. Nedd, D.O., Chairman of the Board and Chief Executive Officer
J. Alan Whorton, President
Kenneth Nedd, Jr., Vice President, Secretary and Treasurer

9. Approval. This Plan has previously been submitted to and approved by the Board of Directors and Shareholder of the Disappearing Corporation and the Board of Directors and Shareholder of the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and the State of

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Georgia, as the case may be, and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan.

10. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

11. Conflict with Merger Agreement. In the event of any conflict between this Plan and the Merger Agreement, the terms and conditions of the Merger Agreement shall control.

12. Counterparts. This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATION"

HN OPTIONS, INC., a Florida corporation

By: 

Kester J. Nedd, D.O.

Chairman of the Board and
Chief Executive Officer

"SURVIVING CORPORATION"

ADVANCED DATA SOLUTIONS, INC.,
a Georgia corporation

By: 

Name: Richard T. Housley III

Title: President and Chief Executive Officer

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