

L85331

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

100003112751--6

-01/27/00--01045--023

*****70.00 *****70.00

CORPORATION(S) NAME

*PowerPak Communications, Inc.
merging into: Health Care Marketing Services, Inc.
Merger*

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

M...

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Annual Report

Reservation

Photo Copies

Other

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Fictitious Name

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Verifier	
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W.P. Verifier	

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THANKS

LAURA EARNEST

RECEIVED
90 JAN 27 AM 11:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*MAA
1/27*

✓ 200789,00524, 00589

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*00544
00672*

ARTICLES OF MERGER
Merger Sheet

MERGING:

POWERPAK COMMUNICATIONS, INC., a Florida corporation L85331

INTO

HEALTH CARE MARKETING SERVICES, INC., a California corporation not
qualified in Florida.

File date: January 27, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: POWERPAK COMMUNICATIONS, INC.
Ref. Number: L85331

We have received your document for POWERPAK COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the name Health Care Marketing Services, Inc. from the second paragraph since a corporation can not be both a merging and surviving corporation.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 400A00003961

*Please backdate filing to reflect 1/27/00 filing date.
Thanks!
Laura E.*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:36

RECEIVED

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, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Health Care Marketing Services, Inc.	California

FILED
 00 JAN 27 PM 3:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
PowerPak Communications, Inc.	Florida

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 in the future.)

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 January 24, 2000.

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 January 24, 2000.

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)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Health Care Marketing Services, Inc.</u>	<u>California</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>PowerPak Communications, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached sheet labelled "Attachment A."

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached sheet labelled "Attachment B."

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Attachment A

1. Effect of the Merger. On the date set forth in Article Fourth of the Articles of Merger to which this Plan of Merger is attached (the "Effective Date"), the separate existence of PowerPak Communications, Inc. ("PowerPak") shall cease, and PowerPak shall be merged with and into Health Care Marketing Services, Inc. ("HCMS"), which shall be the surviving entity of the merger (the "Surviving Corporation"). On the Effective Date, all of the rights, privileges, powers, franchises, properties and assets of PowerPak shall be vested in the Surviving Corporation.

2. Certificate of Incorporation; By-Laws. The Certificate of Incorporation and By-Laws of HCMS as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until thereafter amended as provided by law.

Attachment B

On the Effective Date, the shares of common stock, no par value per share of PowerPak ("PowerPak Common Stock") issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive at the Closing in the aggregate 5,374 shares of Common Stock of HCMS (the "Merger Consideration").

For purposes of this Plan of Merger, the PowerPak Common Stock shall be referred to as the "PowerPak Capital Stock."

On the Effective Date, the stock transfer books of PowerPak shall be closed and no transfer of shares of PowerPak Capital Stock shall thereafter be made. On and after the Effective Date, the stockholders of PowerPak shall cease to have any rights in respect of such shares and their rights shall be solely to receive, contemporaneously with the surrender of the certificate or certificates representing such share or shares, the Merger Consideration.

The rights of the holders of the capital stock of HCMS shall in no way be affected by the merger contemplated by the Articles of Merger to which this Plan of Merger is attached.

BO:33411.1