

P95000091667

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-04

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20 DEC 15 PM 4:21
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Meiser

DEC 20 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 083058 7182683
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 70.00

ORDER DATE : December 14, 2004
ORDER TIME : 3:28 PM
ORDER NO. : 083058-010
CUSTOMER NO: 7182683
CUSTOMER: John Stair, Esq
Team Health, Inc.
Suite 300
1900 Winston Road
Knoxville, TN 37919

ARTICLES OF MERGER

MED:ASSURE SYSTEMS, INC.

INTO

IMBS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2004

CSC
ATTN: DARLENE
TALLAHASSEE, FL

SUBJECT: IMBS, INC.
Ref. Number: P95000091667

RESUBMIT

Please give original
submission date as file date.

We have received your document for IMBS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The name this surviving corporation wants to change their name to is not available due to an active corporation with the same name on our records. You would be able to file the merger with a different name if your choose to do so.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 604A00070072

RECEIVED
16 DEC 20 10:10:49
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MED:ASSURE SYSTEMS, INC.
AND
IMBS, INC.

FILED
2004 DEC 15 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Med:Assure Systems, Inc. ("Med:Assure") with and into IMBS, Inc. ("IMBS").
2. The merger of Med:Assure with and into IMBS is permitted by the laws of the jurisdiction of organization of Med:Assure and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Med:Assure was December 1, 2004.
3. The shareholders of Med:Assure entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on December 1, 2004
4. The shareholders of IMBS entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 1, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
5. The effective time and date of the merger herein provided for in the State of Florida shall be 12:00 p.m. December 31, 2004.

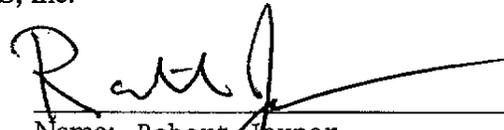
EFFECTIVE DATE
12-31-04

Executed on December 1, 2004

Med:Assure Systems, Inc.

By: 
Name: H. Lynn Massingale
Capacity: Vice-President

IMBS, Inc.

By: 
Name: Robert Joyner
Capacity: Vice-President

PLAN OF MERGER
OF
MED:ASSURE SYSTEMS, INC.
AND
IMBS, INC.

PLAN OF MERGER adopted for Med:Assure Systems, Inc., a business corporation organized under the laws of the State of Tennessee, by resolution of its Board of Directors on December 1, 2004, and adopted for IMBS, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 1, 2004. The names of the corporations planning to merge are Med:Assure Systems, Inc. ("Med:Assure"), a business corporation organized under the laws of the State of Tennessee, and IMBS, Inc. ("IMBS"), a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Med:Assure Systems, Inc. plans to merge is IMBS, Inc.

1. Med:Assure and IMBS shall, pursuant to the provisions of the laws of the State of Tennessee and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, IMBS, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Med:Assure, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

ARTICLE I – NAME

The name of this corporation shall be IMBS, Inc.

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

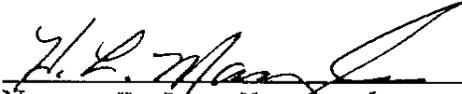
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

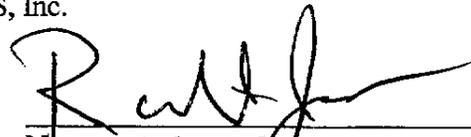
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Effective this 1st day of December, 2004.

Med:Assure Systems, Inc.

By: 
Name: H. Lynn Massingale
Capacity: Vice-President

IMBS, Inc.

By: 
Name: Robert Joyner
Capacity: Vice-President