

Filing fee: \$50.00

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#5774

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

HEALTHTRAX MERGER CORP.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Healthtrax International, Inc. 16143	Rhode Island
Healthtrax Merger Corp.	Connecticut

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Healthtrax Merger Corp. -
(to be changed to Healthtrax International, Inc.)
and it is to be governed by the laws of the State of Connecticut

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

The Agreement and Plan of Merger approved by the shareholders of the undersigned corporations is attached hereto as Exhibit A.

SEP 21 1987
MR

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Healthtrax International, Inc.	400	Common	400
Healthtrax Merger Corp.	20	Common	20

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Healthtrax International, Inc.	400	-0-	Common	400	-0-
Healthtrax Merger Corp.	20	-0-	Common	20	-0-

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated July , 19 87

HEALTHTRAX INTERNATIONAL, INC.

By Peter B. Kroon
Its Vice President

and [Signature]
Its Secretary
HEALTHTRAX MERGER CORP.

By Peter B. Kroon
Its Vice President

and [Signature]
Its Secretary

STATE OF CONNECTICUT

COUNTY OF HARTFORD

} Sc.

At Hartford in said County on the 30th day
of July 1987, before me personally appeared
Peter B. Kroon, who being by me first duly sworn, declared that he
is the Vice President of Healthtrax International, Inc.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Thomas O. Kellogg
Notary Public
Commissioner of the Superior Court

(NOTARIAL SEAL)

STATE OF CONNECTICUT

COUNTY OF HARTFORD

} Sc.

At Hartford in said County on the 30th day
of July 1987, before me personally appeared
Peter B. Kroon, who being by me first duly sworn, declared that he
is the Vice President of Healthtrax Merger Corp.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Thomas O. Kellogg
Notary Public
Commissioner of the Superior Court

(NOTARIAL SEAL)

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Exhibit A

AGREEMENT AND PLAN OF MERGER

Dated July 30, 1987 by and between Healthtrax International, Inc., a Rhode Island corporation having its principal office in Glastonbury, Connecticut (the "Rhode Island Company") and Healthtrax Merger Corp., a Connecticut corporation having its principal office at the same location (the "Connecticut Company").

WHEREAS the Rhode Island Company was incorporated in Rhode Island on January 2, 1981 and since such time has engaged in the business of managing health and racquet clubs in the states of Rhode Island and Connecticut, and elsewhere;

WHEREAS the Rhode Island Company has determined that it should reorganize as a Connecticut corporation; and

WHEREAS the Connecticut Company has been formed in contemplation of such reorganization.

NOW THEREFORE, the Rhode Island Company and the Connecticut Company hereby agree as follows and adopt the following Plan of Merger:

1. Merger. Healthtrax International, Inc. (the "Rhode Island Company") shall be merged into Healthtrax Merger Corp. (the "Connecticut Company").
2. Effective Date. This Agreement and Plan of Merger shall become effective immediately upon compliance with the laws of the States of Connecticut and Rhode Island, the time of such effectiveness being hereinafter called the "Effective Date".
3. Surviving Corporation. The Connecticut Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Connecticut, but the separate corporate existence of the Rhode Island Company shall cease forthwith upon the Effective Date. The name of the Connecticut company shall be changed to "Healthtrax International, Inc.", effective as of the Effective Date.
4. Certificate of Incorporation. The Certificate of Incorporation of the Connecticut Company shall continue as the Certificate of Incorporation of the surviving corporation following the Effective Date, except as amended to reflect the change of name contemplated in Section 3 hereof, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Connecticut Company or upon any other person whomsoever are subject to this reserved power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Connecticut Company separate and apart from this Agreement and Plan of Merger and may be separately certified as the Certificate of Incorporation of the Connecticut Company.
5. Bylaws. The Bylaws of the Connecticut Company shall continue as the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.
6. Further Assistance of Title. If at any time the Connecticut Company shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Connecticut Company any right, title, or interest of the Rhode Island Company held immediately prior to the Effective Date, the Rhode Island Company and its proper

officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Connecticut Company as shall be necessary to carry out the purposes of this Agreement and Plan of Merger, and the Connecticut Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Rhode Island Company or otherwise.

7. Retirement of Organization Stock. Forthwith upon the Effective Date, each of the 20 shares of the Class A Voting Common Stock of the Connecticut Company presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of the Connecticut Company shall be issued in respect thereof.

8. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the Rhode Island Company and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Class A Voting Common Stock, no par value, of the Connecticut Company, and each certificate nominally representing shares of Common Stock of the Rhode Island Company shall for all purposes be deemed to evidence the ownership of a like number of shares of Class A Voting Common Stock of the Connecticut Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Class A Voting Common Stock of the Connecticut Company but, at any time upon surrender by any holder of certificates nominally representing shares of Common Stock of the Rhode Island Company, the Connecticut Company will cause to be issued therefor certificates for a like number of shares of Class A Voting Common Stock of the Connecticut Company.

9. Retirement of Treasury Stock. Forthwith upon the Effective Date, 100 shares of Common Stock of the Rhode Island Company held in the Treasury of the Rhode Island Company on the Effective Date shall be retired and no shares of Common Stock or any other securities of the Connecticut Company shall be issued in respect thereof.

10. Directors. The names and post office addresses of the first directors of the Connecticut Company following the Effective Date, who shall be three in number and who shall hold office from the Effective Date until the annual meeting of shareholders of the Connecticut Company held in 1987 and until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Robert E. Stauble, Jr.	400 Bellevue Avenue Newport, RI 02840
Peter B. Kroon	D-16 Bradley Circle Enfield, CT 06082
Kenneth F. Navarro	93 Spring Lane Suffield, CT 06078

The additional directorships provided for in the Bylaws of the Connecticut Company shall be filled by action of such three directors following the Effective Date.

11. Officers. The names and post office addresses of the first officers of the Connecticut Company following the Effective Date, who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

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<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert E. Stauble, Jr.	President	400 Bellevue Avenue Newport, RI 02840
Peter B. Kroon	Vice President and Treasurer	D-16 Bradley Circle Enfield, CT 06082
Kenneth F. Navarro	Vice President and Secretary	93 Spring Lane Suffield, CT 06078

12. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Connecticut Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of the Connecticut Company.

13. Termination. This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of the Rhode Island Company at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement and Plan of Merger to be executed by a majority of its directors.

HEALTHTRAX INTERNATIONAL, INC.
(the "Rhode Island Company")

By: S/
Robert E. Stauble, Jr., A Director

By: S/
Peter B. Kroon, A Director

By: S/
Kenneth F. Navarro, A Director

HEALTHTRAX MERGER CORP.
(the "Connecticut Company")

By: S/
Robert E. Stauble, Jr., A Director

By: S/
Peter B. Kroon, A Director

By: S/
Kenneth F. Navarro, A Director

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FILED
STATE OF CONNECTICUT
JUL 30 1987

CERTIFICATE OF MERGER

Healthtrax International, Inc., a Rhode Island corporation, and Healthtrax Merger Corp., a Connecticut corporation, having agreed to merge pursuant to Section 33-371 of the Connecticut General Statutes and Section 7-1.1-70 of the General Laws of Rhode Island, 1956, as amended, hereby certify the following:

1. The name of the surviving corporation in the merger is Healthtrax Merger Corp., a Connecticut corporation. The name of the other merging corporation is Healthtrax International, Inc., a Rhode Island corporation.
2. The name of the surviving corporation will be, and hereby is, changed to Healthtrax International, Inc.
3. The only change to the Certificate of Incorporation of the surviving corporation to be effected by the merger is the change of the name of the corporation as set forth in Section 2 hereof.
4. A Plan of Merger has been approved by each of the merging corporations in the manner provided for in the applicable provisions of the Connecticut Stock Corporation Act and the General Laws of Rhode Island.
5. The Agreement and Plan of Merger as approved is on file at the principal place of business of the surviving corporation located at 100 Western Boulevard, Salmon Brook Park, Glastonbury, Connecticut 06033.
6. In addition to complying with Section 33-367 and any other section of the Stock Corporation Act, the surviving corporation shall furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any shareholder of either merging corporation.
7. The affirmative vote of two-thirds of the outstanding shares of common stock of Healthtrax Merger Corp. and a majority of the outstanding shares of common stock of Healthtrax International, Inc. was required to adopt the Plan of Merger. The vote in favor of adoption of the Plan of Merger was 20 votes in favor in the case of Healthtrax Merger Corp. and 400 votes in favor in the case of Healthtrax International, Inc., representing the affirmative vote of all of the outstanding shares of common stock of both merging corporations.

Dated at Hartford, Connecticut, this 30th day of July, 1987.

We hereby declare, under the penalties of false statements, that the statements made in the foregoing certificate are true.

Healthtrax Merger Corp.

Healthtrax International, Inc.

By: [Signature]
President

By: [Signature]
President

By: [Signature]
Secretary

By: [Signature]
Secretary

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 6th day of November A.D. 1987

Julia H. Tashjian
SECRETARY OF THE STATE