

Filing Fee: See Instructions

ID Number: 787795



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2013 OCT -3 PM 3:35
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO
HealthID Profile, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Row 1: HealthID Profile, Inc., 787795, business corporation, Rhode Island. Row 2: HealthID Profile, Inc., business corporation, Delaware.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is HealthID Profile, Inc. which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing with Secretary of State

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is HealthID Profile, Inc.

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) The surviving corporation, as sole shareholder of the merged corporation, waived the requirement of mailing contemplated under Section 7-1.2-1004(d) of the Rhode Island Business Corporation Act and approved the merger by written consent dated August 30, 2012.

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
\_\_\_\_\_

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....  
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

HealthID Profile, Inc., a Rhode Island corporation

Print Entity Name

By: ANGELO A. PITASSI JR. [Signature] PRESIDENT  
Name of person signing Title of person signing

By: Christopher Melo [Signature] \_\_\_\_\_  
Name of person signing Title of person signing

HealthID Profile, Inc., a Delaware corporation

Print Entity Name

By: ANGELO A. PITASSI JR. [Signature] PRESIDENT  
Name of person signing Title of person signing

By: Christopher Melo [Signature] Secretary  
Name of person signing Title of person signing

## AGREEMENT AND PLAN OF LIQUIDATION BY STATUTORY MERGER

Agreement and Plan of Liquidation by Statutory Merger, dated as of the 30<sup>th</sup> day of August, 2012 by and between HealthID Profile, Inc., a Rhode Island corporation ("Subsidiary"), and HealthID Profile, Inc., a Delaware corporation ("Parent"). Parent and Subsidiary are sometimes hereinafter collectively referred to as the "Constituent Corporations".

### W I T N E S S E T H :

WHEREAS, the Board of Directors of Parent deems the liquidation of Subsidiary into Parent by statutory merger (the "Merger") to be advisable and in the best interest of each Constituent Corporation; and

WHEREAS, the Boards of Directors of Parent and of Subsidiary have approved the Merger;

NOW, THEREFORE, in consideration of the covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

#### Section 1. The Merger.

(a) Subsidiary shall be merged with and into Parent on the date (the "Effective Date") which is the date of the filing of a Certificate of Ownership with the Secretary of State of the State of Delaware, pursuant to and in accordance with the provisions of Section 253 of the Delaware General Corporation Law and Sections 7-1.2-1004 and 7-1.2-1006 of the Rhode Island Business Corporation Act, in a transaction intended to be treated as a tax-free liquidation for federal income tax purposes of the Merged Corporation into the Surviving Corporation within the meaning of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended. Subject to the terms and conditions set forth herein, on the Effective Date, Subsidiary shall be merged with and into Parent, whereupon the separate existence of Subsidiary shall cease, and Parent will be the surviving corporation (the "Surviving Corporation"). .

(b) As soon as practicable, the Constituent Corporations shall file (or cause to be filed), a Certificate of Ownership with the Secretary of State of the State of Delaware pursuant to Section 253 of the Delaware General Corporation Law and Articles of Merger with the Secretary of State of the State of Rhode Island pursuant to Section 7-1.2-1003 of the Rhode Island Business Corporation Act.

#### Section 2. Effect of the Merger.

(a) On the Effective Date, the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed, of Subsidiary without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Subsidiary, and neither the rights of creditors nor any liens on the property of Subsidiary shall be impaired by the Merger. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger hereby provided for.

(b) If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of either of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

### Section 3. Certificate of Incorporation of Surviving Corporation.

The Certificate of Incorporation of Parent in effect immediately prior to the Effective Date shall on and after the Effective Date and by virtue of the Merger be the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

### Section 4. By-laws of Surviving Corporation.

The By-laws of Parent in effect immediately prior to the Effective Date shall on and after the Effective Date be the By-laws of the Surviving Corporation, until amended in accordance with applicable law.

### Section 5. Directors and Officers.

The persons who are directors and/or officers of Parent immediately prior to the Effective Date shall on and after the Effective Date be and remain the directors and/or officers (as the case may be) of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and By-Laws.

Section 6. Termination.

This Agreement and Plan of Liquidation by Statutory Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date by written consent of each of Parent and Subsidiary.

If this Agreement and Plan of Liquidation by Statutory Merger is terminated as provided herein, it shall become void and of no effect with no liability on the part of any party hereto.

Section 7. Conversion and Cancellation of Shares.

The manner of converting shares of capital stock of Parent and Subsidiary in the Merger shall be as follows:

(a) No conversion will occur with respect to shares of common stock of Parent issued and outstanding immediately prior to the Effective Date. Each share of common stock of Parent issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding shares of common stock, as applicable, of Parent on the Effective Date and thereafter.

(b) Upon the effectiveness of the Merger, all shares of common stock of Subsidiary, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist, and the holder of the certificate representing such shares shall thereafter cease to have any rights with respect to such shares.

Section 8. Successors and Assigns; No Other Beneficiaries.

The provisions of this Agreement and Plan of Liquidation by Statutory Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations hereunder without the consent of the other party hereto. This Agreement is not intended to confer upon any person not a party hereto any rights or remedies hereunder.

Section 9. Governing Law.

This Agreement and Plan of Liquidation by Statutory Merger shall be construed in accordance with and governed by the laws of the State of Delaware without regard to the conflict of law rules thereof, and, insofar as applicable, by the merger provisions of the Rhode Island Business Corporation Act.

Section 10. Counterparts, Effectiveness.

This Agreement and Plan of Liquidation by Statutory Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures

thereto and hereto were upon the same instrument. This Agreement and Plan of Liquidation by Statutory Merger shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

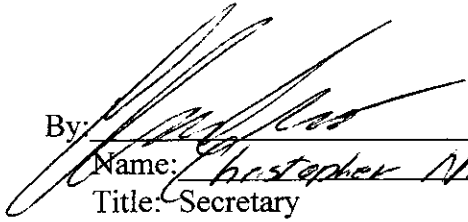
Section 11. Waiver of Mailing Requirement.

The Parent, as sole shareholder of the Subsidiary, waives the requirement of mailing contemplated by Section 7-1.2-1004(d) of the Rhode Island Business Corporation Act.

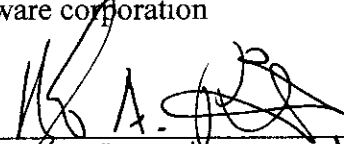
***[THE REST OF THIS PAGE INTENTIONALLY LEFT BLANK  
NEXT PAGE IS SIGNATURE PAGE]***

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation by Statutory Merger to be duly executed by their respective authorized officers as of the day and year first above written.

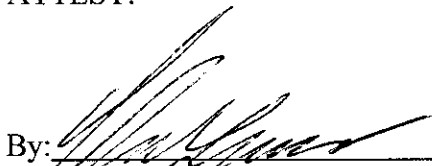
ATTEST:

By:   
Name: Christopher Melo  
Title: Secretary

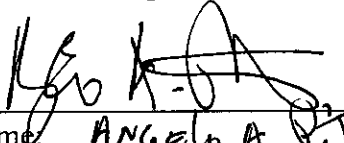
HEALTHID PROFILE, INC.,  
a Delaware corporation

By:   
Name: ANGEL A. PITASSI, JR.  
Title: PRESIDENT

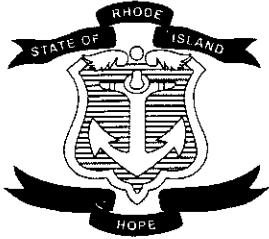
ATTEST:

By:   
Name: Christopher Melo  
Title: Secretary

HEALTHID PROFILE, INC.,  
a Rhode Island corporation

By:   
Name: ANGEL A. PITASSI, JR.  
Title: PRESIDENT

**SIGNATURE PAGE TO AGREEMENT AND PLAN OF LIQUIDATION BY STATUTORY MERGER OF  
HEALTHID PROFILE, INC. (DE) RE MERGER WITH HEALTHID PROFILE, INC. (RI)**



STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATIONS  
DEPARTMENT OF ADMINISTRATION  
DIVISION OF TAXATION  
ONE CAPITOL HILL  
PROVIDENCE, RI 02908

2013 OCT -3 PM 3:35  
SECRETARY OF STATE  
CORPORATIONS DIV

ROBERT A PERILLO CPA MST  
446 BROADWAY  
PROVIDENCE, RI 02909

## LETTER OF GOOD STANDING

It appears from our records that **HEALTHID PROFILE INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **09/18/2013** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

### LIQUIDATION

Very truly yours,

David M. Sullivan  
Tax Administrator

Steven A. Cobb, Chief Revenue Agent  
Office Audit and Discovery

32577117:10440892  
DLN: 0191626001

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# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

