

FROM

Division of Corporations

(THU) 2/21/02 17:44:07.17:42/NO 4863354313 P 1

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F58752

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ARTHUR R. POLIN, M.D., P.A.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$113.75

Polin
W/C
02/22
(B)

ARTICLES OF MERGER
Merger Sheet

MERGING:

HUGH A. RUTLEDGE, M.D., P.A., a Florida professional corporation, document number F43743

JAMES P. FISCHER, M.D., P.A., a Florida professional corporation, document number L42631

INTO

ARTHUR R. POLIN, M.D., P.A. which changed its name to

POLIN, RUTLEDGE & FISCHER, M.D., P.A., a Florida entity, F58752

File date: February 22, 2002

Corporate Specialist: Karen Gibson

FROM

(THU) 2. 21' 02 17:45/ST. 17:42/NO. 4863354313 P 2
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ARTICLES OF MERGER

of

HUGH A. RUTLEDGE, M.D., P.A., a Florida professional corporation,
and

JAMES P. FISCHER, M.D., P.A., a Florida professional corporation

with and into

ARTHUR R. POLIN, M.D., P.A., a Florida professional corporation

FILED
02 FEB 22 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations enter into these Articles of Merger by which **HUGH A. RUTLEDGE, M.D., P.A., a Florida professional corporation, and JAMES P. FISCHER, M.D., P.A., a Florida professional corporation,** shall be merged (the "Merger") with and into **ARTHUR R. POLIN, M.D., P.A., a Florida professional corporation** (the "Surviving Company"), in accordance with an Agreement and Plan of Merger (the "Plan of Merger"), adopted pursuant to Section 607.1103 of the FBCA, and the undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
HUGH A. RUTLEDGE, M.D., P.A. (a "Merged Company")	Florida
JAMES P. FISCHER, M.D., P.A. (a "Merged Company")	Florida
ARTHUR R. POLIN, M.D., P.A. (the "Surviving Company")	Florida

2. Effective Date. The effective date of the merger herein contemplated shall be January 1, 2002 or, if later, the date on which the Articles of Merger are filed in the offices of the Florida Secretary of State.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Plan of Merger, a copy of which is attached hereto as Exhibit A.
4. Shareholder Approval. The Plan of Merger was approved and adopted by the shareholders of each of the Merged Corporations and the Surviving Corporation on December 31, 2001.

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IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be executed as of this 31st day of December, 2001. ____

HUGH A. RUTLEDGE, M.D., P.A., a
Florida professional corporation

By: 

Name: Hugh A. Rutledge, M.D.

Title: President

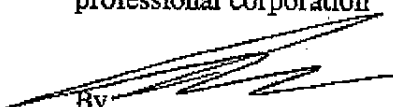
JAMES P. FISCHER, M.D., P.A., a
Florida professional corporation

By: 

Name: James P. Fischer, M.D.

Title: President

ARTHUR R. POLIN, M.D., P.A., a Florida
professional corporation

By: 

Name: Arthur R. Polin, M.D.

Title: President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is adopted and approved this ____ day of December, 2001 by:

A. HUGH A. RUTLEDGE, M.D., P.A., a Florida professional corporation ("Rutledge PA" or a "Merged Corporation");

B. JAMES P. FISCHER, M.D., P.A., a Florida professional corporation ("Fischer PA" or a "Merged Corporation"); and

C. ARTHUR R. POLIN, M.D., P.A., a Florida professional corporation ("Polin PA" or the "Surviving Corporation").

The Merged Corporations and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1101 of the Florida Business Corporations Act, all in accordance with the and subject to the terms and conditions hereinafter set forth.

1. Merger.

On the Effective Date set forth in Section 6, the Merged Corporations shall merge with and into the Surviving Corporation, which corporation shall survive the merger.

2. Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein:

a. the Articles of Incorporation and the Bylaws of Polin PA shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed; and

b. Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

"The name of the Corporation is "Polin, Rutledge & Fischer, M.D., P.A."

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3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Arthur R. Polin, M.D.

Hugh A. Rutledge, M.D.

James P. Fischer, M.D.

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Arthur R. Polin, M.D.

President

Hugh A. Rutledge, M.D.

Vice President

James P. Fischer, M.D.

Secretary

Such persons shall serve until their respective successors are duly elected and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporations shall cease, and the Merged Corporations shall be merged in accordance with the provisions of this Plan of Merger into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and

confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

a. Voting Common Stock of Rutledge PA. The shares of voting common stock of the Rutledge PA issued and outstanding as of the effective date hereof, all of which are held by Hugh A. Rutledge, M.D., shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 100 shares of the Common Stock of the Surviving Corporation.

b. Voting Common Stock of Fischer PA. The shares of voting common stock of the Fischer PA issued and outstanding as of the effective date hereof, all of which are held by James P. Fischer, M.D., shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 100 shares of the Common Stock of the Surviving Corporation.

c. Voting Common Stock of Polin PA. The shares of voting common stock of the Polin PA issued and outstanding as of the effective date hereof, all of which are held by Arthur R. Polin, M.D., shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 100 shares of the Common Stock of the Surviving Corporation.

6. Effective Date of Merger. The Merger will be effective as of January 1, 2002 or, if later, the date of filing of Articles of Merger in the offices of the Florida Secretary of State.

7. Miscellaneous.

a. No Third Party Beneficiaries. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and their shareholders and no person not a party to this Plan of Merger shall have any rights or benefits whatsoever hereunder, either as a third party beneficiary or otherwise.

b. Authorization. The proper officers of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and 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.

c. Termination. Notwithstanding its full approval and adoption, this Plan of Merger may be terminated prior to the Effective Date of any requisite filing

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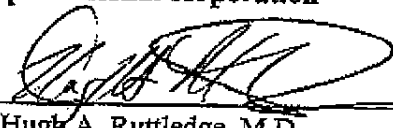
c. Termination. Notwithstanding its full approval and adoption, this Plan of Merger may be terminated prior to the Effective Date of any requisite filing with the Secretary of State of the State of Florida, in the event that the Board of Directors of any of the Constituent Corporations elect to effect such a termination.

d. Complete Agreement. This Plan of Merger constitutes the complete agreement among the parties and incorporates all prior agreements and representations in regard to the matters set forth herein, and it may not be amended, changed or modified except by a writing signed by all parties hereto.

e. Counterparts. This Plan of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above.

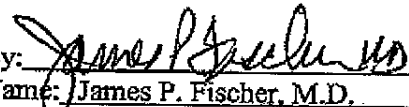
HUGH A. RUTLEDGE, M.D., P.A., a
Florida professional corporation

By: 

Name: Hugh A. Rutledge, M.D.

Title: President

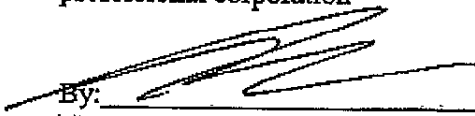
JAMES P. FISCHER, M.D., P.A., a Florida
professional corporation

By: 

Name: James P. Fischer, M.D.

Title: President

ARTHUR R. POLIN, M.D., P.A., a Florida
professional corporation

By: 

Name: Arthur R. Polin, M.D.

Title: President