



K09961

ACCOUNT NO. : 072100000032
REFERENCE : 782561 7182683
AUTHORIZATION : *Patricia Fijuts*
COST LIMIT : \$ 70.00

2002 OCT 15 PM 3:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 15, 2002
ORDER TIME : 11:50 AM
ORDER NO. : 782561-005
CUSTOMER NO: 7182683
CUSTOMER: John Stair, Esq
Team Health, Inc.
1900 Winston Road
Suite 300
Knoxville, TN 37919

RECEIVED
02 OCT 15 PM 12:56
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SENTINEL MEDICAL SERVICES,
INC.

INTO

200008381672--6

THE EMERGENCY ASSOCIATES FOR
MEDICINE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

C. Coulliette OCT 15 2002

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SENTINEL MEDICAL SERVICES, INC., a Florida corporation, P94000065250

INTO

THE EMERGENCY ASSOCIATES FOR MEDICINE, INC., a Florida entity,
K09961.

File date: October 15, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
SENTINEL MEDICAL SERVICES, INC.
AND

THE EMERGENCY ASSOCIATES FOR MEDICINE, INC.

FILED
2002 OCT 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Attached hereto and made a part hereof is the Agreement and Plan of Merger for merging Sentinel Medical Services, Inc. with and into The Emergency Associates for Medicine, Inc. as approved and adopted at a meeting by the shareholders of Sentinel Medical Services, Inc. on October 14, 2002 and approved and adopted at a meeting by the shareholders of The Emergency Associates for Medicine, Inc. on October 14, 2002 pursuant to the provisions of the Florida Business Corporation Act.


2. The Emergency Associates for Medicine, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein shall provided for shall be October 14, 2002 at 12:01 a.m.

4. All entities party to this merger have complied with the laws of their respective jurisdiction of organization concerning this merger.

The undersigned president declares that the facts stated herein are true as of the 14th day of October, 2002.

SENTINEL MEDICAL SERVICES, INC.

By: 
Name: Michael Hatcher
Title: Vice President

IN WITNESS WHEREOF, each of the constituent entities to this merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 14th day of October, 2002.

SENTINEL MEDICAL SERVICES, INC.

THE EMERGENCY ASSOCIATES FOR MEDICINE, INC.

By: [Signature]
Name: Mike Hatcher
Title: Vice President

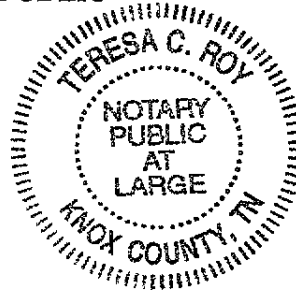
By: [Signature]
Name: Mike Hatcher
Title: Vice President

STATE OF Tennessee
COUNTY OF Knox

On October 3, 2002 personally appeared before me, a Notary Public, Michael Hatcher, who is personally known to me or produced _____ as identification, and acknowledged that they executed the above instrument.

[Signature]
NOTARY PUBLIC

My commission expires
May 31, 2004



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the Merger of SENTINEL MEDICAL SERVICES, INC., a Florida corporation (the "Merging Corporation"), with and into THE EMERGENCY ASSOCIATES FOR MEDICINE, INC., a Florida corporation (the "Surviving Corporation"), as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the surviving corporation.
2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Date").
3. Cancellation of Shares. At and as of the Effective Time, each share of the Merging Corporation (hereafter, the "Merging Corporation Share") shall be cancelled and retired. No Merging Corporation Share shall be deemed to be outstanding or to have any rights after the Effective Time. The number of shares of the Surviving Corporation shall remain the same and the shares of the Surviving Corporation shall remain one hundred percent owned by Team Health, Inc., a Tennessee Corporation.
4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation on file with the Florida Department of State shall continue to be the Articles of Incorporation of the Surviving Corporation on and after the Effective Time.
5. Effect of Merger. On the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) 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, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

6. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either of the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, by filing Articles of Termination with such authorities prior to the Effective Time.

7. Approval. The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation pursuant the Florida Business Corporation Act.

8. Amendments. The Board of Directors of the Merging Corporation, together with the Board of Directors of the Surviving Corporation may amend this Plan at any time prior to the filing of the Articles of Merger with the Florida Department of State, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation shall not: (1) alter or change the amount or kind of memberships, shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the securities of any class or series thereof of the Merging Corporation, (2) materially alter or change any term of the Articles of Incorporation to be effected by the Plan or (3) alter or change any of the terms and conditions of this Plan, in each case if such alteration or change would adversely affect the shareholders of the Merging Corporation or the shareholders of the Surviving Corporation.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each executed this Plan, or has caused this Plan to be executed on its behalf by a representative duly authorized, all as of the 14th day October, 2002.

MERGING CORPORATION

SURVIVING CORPORATION

SENTINEL MEDICAL SERVICES, INC.

THE EMERGENCY ASSOCIATES FOR
MEDICINE, INC.

a Florida corporation

a Florida corporation

By: 

By: 

Name: MICHAEL HATCHER

Name: MICHAEL HATCHER

Title: Vice President

Title: Vice President

THE EMERGENCY ASSOCIATES FOR MEDICINE, INC.

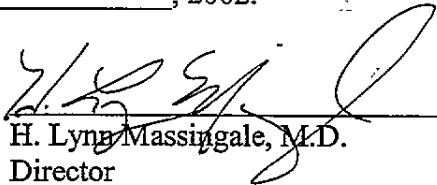
WRITTEN CONSENT OF THE DIRECTORS

The undersigned, being all of the directors of The Emergency Associates for Medicine, Inc., and acting pursuant to the Florida Business Corporations Act, take the following actions and adopt the following resolutions by written consent:

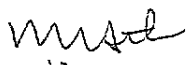
RESOLVED, that the Board of Directors hereby adopts that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which Sentinel Medical Services, Inc. will be merged into the corporation, and that said Plan of Merger be submitted to the sole shareholder of the corporation for approval; and be it further

RESOLVED, subject to approval of said Plan of Merger by the sole shareholder, that the president or secretary of the corporation is hereby authorized to execute and deliver said Plan of Merger on behalf of the corporation and is further authorized and directed to execute Articles of Merger and deliver the same for filing with the Florida Secretary of State.

Effective this 14th day of October, 2002.



H. Lynn Massingale, M.D.
Director



Michael Hatcher
Director

THE EMERGENCY ASSOCIATES FOR MEDICINE, INC.

ACTION BY CONSENT OF SOLE SHAREHOLDER

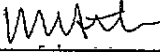
The undersigned, being the sole shareholder of The Emergency Associates for Medicine, Inc., and acting pursuant to the Florida Business Corporations Act, takes the following actions and adopts the following resolutions by written consent:

RESOLVED, that the sole shareholder of the corporation hereby approves that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which Sentinel Medical Services, Inc. will be merged into the corporation; and be it further

RESOLVED, that the president or secretary of the corporation is hereby authorized and directed to execute and deliver said Plan of Merger on behalf of the corporation and to execute Articles of Merger and deliver the same for filing to the Florida Secretary of State.

Effective this 14th day of October, 2002.

Team Health, Inc., a Tennessee Corporation
Sole Shareholder of The Emergency Associates for
Medicine, Inc.

By: 
Michael Hatcher
Its: Vice President

SENTINEL MEDICAL SERVICES, INC.

WRITTEN CONSENT OF THE DIRECTORS

The undersigned, being all of the directors of Sentinel Medical Services, Inc., and acting pursuant to the Florida Business Corporations Act, take the following actions and adopt the following resolutions by written consent:

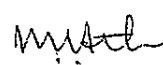
RESOLVED, that the Board of Directors hereby adopts that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which the corporation will be merged into The Emergency Associates for Medicine, Inc., and that said Plan of Merger be submitted to the sole shareholder of the corporation for approval; and be it further

RESOLVED, subject to approval of said Plan of Merger by the sole shareholder, that the president or secretary of the corporation is hereby authorized to execute and deliver said Plan of Merger on behalf of the corporation and is further authorized and directed to execute Articles of Merger and deliver the same for filing with the Florida Secretary of State.

Effective this 14th day of October, 2002.



H. Lynn Massingale, M.D.
Director



Michael Hatcher
Director

SENTINEL MEDICAL SERVICES, INC.

ACTION BY CONSENT OF SOLE SHAREHOLDER

The undersigned, being the sole shareholder of Sentinel Medical Services, Inc., and acting pursuant to the Florida Business Corporations Act, takes the following actions and adopts the following resolutions by written consent:

RESOLVED, that the sole shareholder of the corporation hereby approves that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference; pursuant to the terms of which the corporation will be merged into The Emergency Associates for Medicine, Inc.; and be it further

RESOLVED, that the president or secretary of the corporation is hereby authorized and directed to execute and deliver said Plan of Merger on behalf of the corporation and to execute Articles of Merger and deliver the same for filing to the Florida Secretary of State.

Effective this 14th day of October, 2002.

The Emergency Associates for Medicine, Inc., a
Florida Corporation and Sole Shareholder of
Sentinel Medical Services, Inc.

By: Michael Hatcher
Michael Hatcher
Its: Vice President