

11/13/98

P 94000061760

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: SUNBELT MEDICAL BILLINGS, INC.
AUDIT NUMBER.....H98000021194

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

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Merger

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De

ARTICLES OF MERGER

MERGING:

STAT INTERNATIONAL BILLING, INC., a Florida corporation, V64290

INTO

SUNBELT MEDICAL BILLINGS, INC., a Florida corporation,
P94000061760

File date: November 16, 1998

Corporate Specialist: Darlene Connell

11/13/98

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DIVISION OF CORPORATIONS

November 16, 1998

SUNBELT MEDICAL BILLINGS, INC.
12302 NE 6TH AVE
N MIAMI, FL 33161US

SUBJECT: SUNBELT MEDICAL BILLINGS, INC.
REF: P94000061760

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Plan of Merger must be labeled EXHIBIT A as mentioned in the Articles of Merger.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000021194
Letter Number: 298A00055061

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H98000021194

ARTICLES OF MERGER
OF
STAT INTERNATIONAL BILLING, INC., A FLORIDA CORPORATION,
WITH AND INTO
SUNBELT MEDICAL BILLINGS, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER between STAT INTERNATIONAL BILLING, INC., a Florida corporation ("Stat") and SUNBELT MEDICAL BILLINGS, INC., a Florida corporation ("Sunbelt").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Stat and Sunbelt adopt the following Articles of Merger.

1. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.

2. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the date and time of filing of these Articles of Merger with the Secretary of State of the State of Florida.

3. The Plan of Merger dated as of January 1, 1998 ("Plan of Merger") setting forth the terms and conditions of the merger of Stat with and into Sunbelt was approved and adopted by all of the Shareholders and Directors of Stat by Written Consent dated as of January 1, 1998, and was approved and adopted by all of the Shareholders and Directors of Sunbelt by Written Consent dated as of January 1, 1998.

IN WITNESS WHEREOF, the parties have set their hands as of the 1st day of January, 1998.

ATTEST:

STAT INTERNATIONAL BILLING, INC., a Florida corporation

By: *Morgan Stachewitsch* By: *Andre Stachewitsch*
ANDRE STACHEWITSCH, President

ATTEST:

SUNBELT MEDICAL BILLINGS, INC., a Florida corporation

By: *Andre Stachewitsch* By: *Andre Stachewitsch*
ANDRE STACHEWITSCH, Vice President

PREPARED BY:
MARSHALL J. EMAS, ESQ. - FL BAR #0282073
ENGLISH, McCAUGHAN & O'BRYAN, P.A.
P.O. BOX 14098
FT. LAUDERDALE, FL 33302
(954) 462-3300

FAX AUDIT NO.: H98000021194

FAX AUDIT NO.: H98000021194

EXHIBIT "A"
PLAN OF MERGER
OF
STAT INTERNATIONAL BILLING, INC., A FLORIDA CORPORATION
WITH AND INTO
SUNBELT MEDICAL BILLINGS, INC., A FLORIDA CORPORATION

This is a Plan of Merger ("Plan of Merger") between STAT INTERNATIONAL BILLING, INC., a Florida corporation (the "Merged Corp."), and SUNBELT MEDICAL BILLINGS, INC., a Florida corporation (the "Surviving Corp."), (collectively the "Constituent Corporations"). This Plan of Merger, in accordance with Section 607.1101 of the Florida Statutes and Section 368(a)(1) of the Internal Revenue Code, is adopted as follows:

1. Merger. STAT INTERNATIONAL BILLING, INC., shall be merged with and into SUNBELT MEDICAL BILLINGS, INC., in accordance with the laws of the State of Florida. The name of the Surviving Corporation shall be SUNBELT MEDICAL BILLINGS, INC.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

3. Conversion of Stock. The Shareholders of the Merged Corp. and the Surviving Corp. will surrender all of their shares in the manner hereinafter set forth. In exchange for the shares of the Merged Corp. and Surviving Corp. surrendered by its Shareholders, the Surviving Corp. will issue and transfer to these Shareholders, shares of its common stock on the following basis:

<u>Shareholder</u>	<u>Shares</u>	<u>% Ownership</u>
Monique Stachewitsch	15.624325	15.624325%
Andre Stachewitsch	15.624325	15.624325%
Marc Stachewitsch	15.624325	15.624325%
Mona Stachewitsch	13.199125	13.199125%
Don Friedewald	33.333300	33.333300%
Greta Friedman	<u>6.594600</u>	<u>6.594600%</u>
TOTAL:	<u>100.00</u>	<u>100.000000%</u>

4. Satisfaction of Rights of Merged Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Merged Corp.'s stock shall have been converted and become exchangeable for under this Plan of Merger shall be deemed to have been paid in full satisfaction of such converted shares.

FAX AUDIT NO.: H98000021194

5. Effect of Merger. On the Effective Date, the separate corporate existence of Merged Corp. shall cease, and Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of Merged Corp. and shall be subject to all the debts, restrictions, liabilities, disabilities, and duties of the Merged Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of Merged Corp., as well as with the assets of Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of Surviving Corp. or Merged Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan of Merger.

7. Filing with the Florida Secretary of State and Effective Date. Upon the closing, as provided in the Articles of Merger of which this Plan of Merger is a part, Merged Corp. and Surviving Corp. shall cause their appropriate Officers to execute Articles of Merger in the form attached to this Plan of Merger and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger with the Secretary of State of Florida.

8. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be waived at any time by one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan of Merger may be terminated and the merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

FAX AUDIT NO.: H98000021194

IN WITNESS WHEREOF, the parties have set their hands as of the 1st day of January, 1998.

ATTEST:

STAT INTERNATIONAL BILLING, INC., a
Florida corporation

By: *Monique Stachewitsch*

By: *Andre Stachewitsch*
ANDRE STACHEWITSCH, President

(Corporate Seal)

ATTEST:

SUNBELT MEDICAL BILLINGS, INC.,
a Florida corporation

By: *Andre Stachewitsch*

By: *Andre Stachewitsch*
ANDRE STACHEWITSCH, Vice President

(Corporate Seal)