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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Florida Health Partnership into
Florida Health Partners Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Date: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA HEALTH PARTNERSHIP (GP9600000068)

INTO

FLORIDA HEALTH PARTNERS, INC., a Florida entity, P98000084852.

File date: November 17, 1998

Corporate Specialist: Buck Kohr

STATE OF FLORIDA
ARTICLES OF MERGER
OF

FLORIDA HEALTH PARTNERSHIP
a Florida general partnership

899600000068

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INTO

FLORIDA HEALTH PARTNERS, INC.,
a Florida corporation

898000084852

Pursuant to Florida Statutes, Section 607.1108 entitled "Merger", the undersigned partnership and corporation adopt the following Articles of Merger:

FIRST:

Name and Street Address of Merging Entity.

Florida Health Partnership, 3014 North U.S. Highway 301, Suite 1000,
Tampa, FL 33619.

Jurisdiction

Florida

Entity Type

Florida general partnership

SECOND:

Name and Street Address of Surviving Entity.

Florida Health Partners, Inc., 3014 North U.S. Highway 301, Suite 1000,
Tampa, FL 33619.

Jurisdiction

Florida

Entity Type

Florida corporation

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THIRD: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A meets the requirements of Sections 607.1108 and 620.201, Florida Statutes and was adopted by all of the general partners of Florida Health Partnership, a Florida general partnership (the "Merged Partnership"), as of November 16, 1998 in accordance with Chapter 620, Florida Statutes and was adopted by the Board of Directors of Florida Health Partners, Inc., a Florida corporation (the "Surviving Corporation"), as of November 16, 1998, in accordance with Chapters 607, Florida Statutes. As of the date of this filing, the Surviving Corporation has not issued any shares of stock and has no shareholders.

FOURTH: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

FIFTH: At the Effective Date, the following actions will occur in accordance with the Plan of Merger:

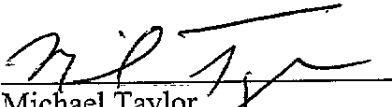
- a. The Merged Partnership shall be merged with and into the Surviving Corporation.
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. Each partnership interest of the Merged Partnership issued and outstanding immediately prior to the Effective Date shall be canceled and the Merged Partnership shall no longer have a separate legal existence. The general partners of the Merged Partnership shall receive in the aggregate one thousand (1000) shares of the Surviving Corporation's common stock. Options Health Care, Inc. will receive Series A common stock and Florida Behavioral Health, Inc. will receive Series B common stock.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 17th day of November, 1998.

MERGED PARTNERSHIP

FLORIDA HEALTH PARTNERSHIP

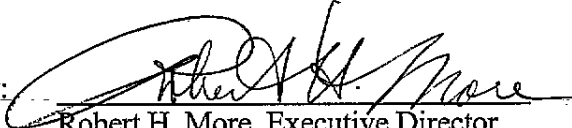
By: Options Health Care, Inc., general partner

By: 
Michael Taylor
Its: Chief Executive Officer
Finalist

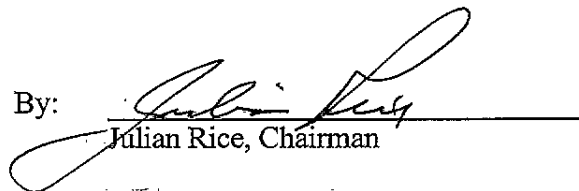
MERGED PARTNERSHIP

FLORIDA HEALTH PARTNERSHIP

By: Options Health Care, Inc., general partner

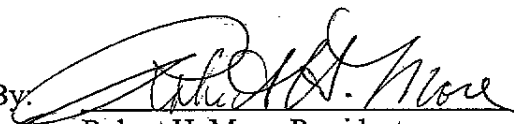
By: 
Robert H. More, Executive Director

By: Florida Behavioral Health, Inc., general partner

By: 
Julian Rice, Chairman

SURVIVING CORPORATION

FLORIDA HEALTH PARTNERS, INC.

By: 
Robert H. More, President

AGREEMENT AND PLAN OF MERGER

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THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 17th day of November, 1998, by and between Florida Health Partnership, a Florida general partnership (the "Merged Partnership") and Florida Health Partners, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Partnership was organized in the State of Florida and has two (2) partners, each of which owns a fifty percent (50%) partnership interest in the Merged Partnership.

WHEREAS, the Surviving Corporation was organized in the State of Florida on October 2, 1998, and has an authorized capital stock of one thousand (1000) shares of common stock, One Cent (\$.01) par value per share, of which zero (0) are currently issued and outstanding and five hundred (500) shares of preferred stock, of which zero (0) are currently issued and outstanding;

WHEREAS, the General Partners of the Merged Partnership deem it advisable and in the best interests of the Merged Partnership to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1108, entitled "Merger of Domestic Corporation and Other Business Entity," so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the General Partners deem it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the General Partners of the Merged Partnership and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes, Chapters 607 and 620. The Surviving Corporation is newly organized and has no shareholders.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree that the Merged Partnership be merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the partnership interests of the Merged Partnership shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Partnership shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their

terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choices in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Partnership, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Partnership shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation all rights of creditors and all liens upon the property of the Merged Partnership shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Partnership shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

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B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Board of Directors and Officers of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors and Officers of the Surviving Corporation until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

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ARTICLE V
MANNER OF CONVERTING PARTNERSHIP INTERESTS

Each General Partner of the Merged Partnership shall receive five hundred (500) shares of the Surviving Corporation's common stock in exchange for such General Partner's fifty percent (50%) partnership interest in the Merged Partnership. Options Health Care, Inc. will receive Series A common stock and Florida Behavioral Health, Inc. will receive Series B common stock.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the General Partners of the Merged Partnership, as provided by Florida Statutes Chapter 620, as of November 16, 1998, and approved by the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Chapter 607, as of November 16, 1998. As of such date, the Corporation had not issued any shares of stock and had no shareholders.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on the date the Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Partnership and the Surviving Corporation have signed this Agreement as of the day and year first above written.

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MERGER PARTNERSHIP

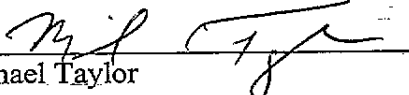
MERGED PARTNERSHIP


FLORIDA HEALTH PARTNERSHIP

FLORIDA HEALTH PARTNERSHIP

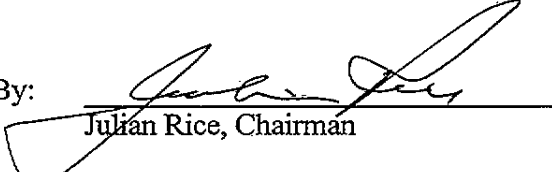
By: Options Health Care, Inc., general partner

By: Options Health Care, Inc., general partner

By: 
Michael Taylor
Its: Chief Executive Officer
Financial

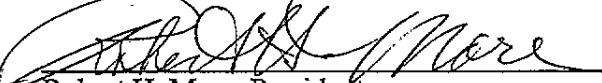
By: 
Robert H. More, Executive Director

By: Florida Behavioral Health, Inc., general partner

By: 
Julian Rice, Chairman

SURVIVING CORPORATION

FLORIDA HEALTH PARTNERS, INC.

By: 
Robert H. More, President