

Protective Life Corporation
Post Office Box 2606
Birmingham, Alabama 35202
205-879-9230

479376 Protective

April 15, 1997

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*****70.00 *****70.00

Secretary of State
Of
The State of Florida
Division of Corporations
Amendments Section
409 East Gaines
Tallahassee, Florida 32399

RE: Plan of Share Exchange and Articles of Share Exchange between National Health Care Systems of Florida, Inc. And Parliament Management Corporation.

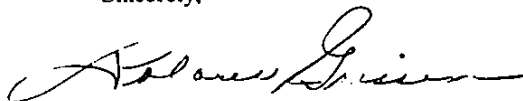
To Whom it May Concern in the Amendments Section:

Enclosed for filing with your office are one original and one copy of Articles of Share Exchange between National Health Care Systems of Florida, Inc. and Parliament Management Corporation. A Plan of Share Exchange is attached to the Articles as Exhibit 1. The filing fee of \$ 35.00 for each corporation is enclosed by our check in the amount of \$70.00.

Please return a copy of the filed documents to us.

Thank you.

Sincerely,



Dolores Grissom
Legal Assistant
(205) 868-3503

Share Exchange

VS MAY 8 1997

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

DOLORES GRISSOM
PROTECTIVE LIFE CORPORATION
POST OFFICE BOX 2606
BIRMINGHAM, AL 35202

SUBJECT: NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC.
Ref. Number: 479376

We have received your document for NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 797A00021121

Protective Life Corporation

Post Office Box 2606
Birmingham, Alabama 35202
205-879-9230



Dolores Grissom

Legal Assistant
Telephone: (205) 868-3503
Facsimile: (205) 868-3597
Toll-Free: (800) 627-0220

May 5, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

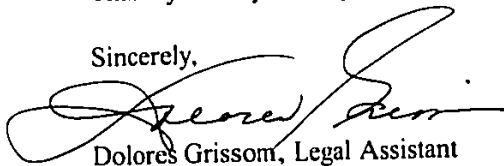
RE: National Health Care Systems of Florida
Reference number 479376

Dear Ms. Shepard:

Enclosed are the Articles of Share Exchange for National Health Care Systems of Florida, Inc. and Parliament Management Corporation. We have modified Article IV to include the following statement: "Pursuant to FLA. STAT. § 607.1103 (1) approval of the Share Exchange by the Shareholders of NHCS is not required". Please return a stamped copy for our records.

Thank you for your help in filing this document.

Sincerely,



Dolores Grissom, Legal Assistant

Rec'd 5/6
DOS - YS

**ARTICLES OF SHARE EXCHANGE
OF
NATIONAL HEALTH CARE SYSTEMS OF FLORIDA, INC.
AND
PARLIAMENT MANAGEMENT CORPORATION**

Pursuant to FLA. STAT. § 607.1105, National Health Care Systems, Inc., a Florida corporation ("NHCS"), and Parliament Management Corporation, a Texas corporation ("PMC"), hereby execute the following Articles of Share Exchange.

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97 MAY -6 AM 8:4
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Attached as Exhibit 1 and incorporated herein by reference is the Plan of Share Exchange adopted by NHCS.

ARTICLE II

These Articles of Share Exchange shall become effective at the time of their filing with the Department of State of the State of Florida.

ARTICLE III

The shareholders of PMC adopted and approved the Plan of Share Exchange as of April 11, 1997.

ARTICLE IV

The Board of Directors of NHCS adopted and approved the Plan of Share Exchange as of April 11, 1997. Pursuant to FLA. STAT. § 607.1103(1), approval of the Share Exchange by the Shareholders of NHCS is not required.

Dated as of this 11th day of April, 1997.

"NHCS"

"PMC"

NATIONAL HEALTH CARE SYSTEMS
OF FLORIDA, INC.

By: 

Danny Lee Bentley
Vice President, Marketing

PARLIAMENT MANAGEMENT
CORPORATION

By: 

Timothy D. Davis
President

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange is dated as of this 11th day of April, 1997, and adopted by the Board of Directors of National Health Care Systems of Florida, Inc., a Florida corporation ("NHCS"), as required by and pursuant to FLA. STAT. § 607.1107.

1. The name of the corporation the shares of which will be acquired is Parliament Management Corporation, a Texas corporation ("PMC"). The name of the acquiring corporation is NHCS.
2. The terms and conditions of the exchange, and the manner and basis of the exchange of shares, are as follows:
 - (a) Each share of PMC common stock issued and outstanding immediately prior to the effective time of the exchange shall be converted into the right to receive:
 - (i) Initial Exchange Consideration of \$1,888,889 less an escrowed amount of \$100,000 and less attorneys fees for counsel to PMC;
 - (ii) Additional Exchange Consideration of \$250,000 plus simple interest at the rate of six percent per annum on the first anniversary of the closing; and
 - (iii) Contingent Exchange Consideration of (x) \$111,111 payable if and when PMC's annual revenue equals or exceeds \$1,350,000, (y) \$1,000,000 plus interest at six percent per annum if, prior to December 31, 2000, the Company's annual revenue equals or exceeds \$3,000,000 or if NHCS sells the Company or is itself sold to a third party, and (z) \$1,000,000 plus interest at six percent per annum if, prior to December 31, 2000, the Company's annual revenue equals or exceeds \$4,000,000 or if NHCS sells the Company or is itself sold to a third party;
 - (b) NHCS shall become the owner and holder of each issued and outstanding share of PMC common stock so exchanged;
 - (c) The former owners of PMC common stock shall be entitled only to receive the consideration provided herein; and
 - (d) Any holders of PMC common stock who exercised dissenters' rights in accordance with Texas law shall be entitled to receive payment of "fair value" for their shares of PMC common stock.