

534739

ARTICLES OF MERGER
Merger Sheet

MERGING:

MILLARD WAYNE, INC., a Florida corporation, 534739

INTO

WM ACQUISITION CORPORATION, a Georgia corporation not qualified in
Florida.

File date: July 10, 1997

Corporate Specialist: Joy Moon-French

534739



ACCOUNT NO. : 072100000032

REFERENCE : 457298 4320758

AUTHORIZATION : *Patricia Pugh*

COST LIMIT : \$122.50

ORDER DATE : July 10, 1997

ORDER TIME : 8:14 AM

ORDER NO. : 457298-005

200002234512--6

CUSTOMER NO: 4320758

CUSTOMER: Ms. Deborah Davison
Glass McCullough Sherrill &
1409 Peachtree Street, N.e.

Atlanta, GA 30309

ARTICLES OF MERGER

MILLARD-WAYNE, INC.

INTO

WM ACQUISITION CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
97 JUL 10 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/11
Jon Berger
RECEIVED
JUL 10 AM 8 43



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1997

CSC - KATHY DRAKE
TALLAHASSEE, FL

SUBJECT: MILLARD WAYNE, INC.
Ref. Number: 534739

RESUBMIT

Please give original
submission date as file date.

We have received your document for MILLARD WAYNE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

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

Letter Number: 397A00035587

RECEIVED
97 JUL 10 PM 2:40
DIVISION OF CORPORATION

ARTICLES OF MERGER

OF

MILLARD WAYNE, INC.

AND

WM ACQUISITION CORPORATION

FILED

97 JUL 10 AM 8:45

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MILLARD WAYNE, INC. with and into WM ACQUISITION CORPORATION.
2. All of the shareholders entitled to vote on the aforesaid Plan of Merger of MILLARD WAYNE, INC. unanimously approved and adopted the Plan of Merger at a meeting of said shareholders held on July 9, 1997.
3. The merger of MILLARD WAYNE, INC. with and into WM ACQUISITION CORPORATION is permitted by the laws of the jurisdiction of organization of WM ACQUISITION CORPORATION and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of WM ACQUISITION CORPORATION was July 9, 1997.
4. The effective time and date of the merger herein provided for in the State of Florida upon the filing of these Articles of Merger.

Executed on July 9, 1997.

MILLARD WAYNE, INC.

By: 

Name: Ugo F. Ippolito
Capacity: Vice President

WM ACQUISITION CORPORATION

By: 

Name: Peter B. Glass
Capacity: Vice President

PLAN OF MERGER adopted on July 9, 1997 by resolution of the Board of Directors of MILLARD WAYNE, INC., a business corporation organized under the laws of the State of Florida, and adopted on July 9, 1997 by resolution of the Board of Directors of WM ACQUISITION CORPORATION, a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are MILLARD WAYNE, INC., a business corporation organized under the laws of the State of Florida, and WM ACQUISITION CORPORATION, a business corporation organized under the laws of the State of Georgia. The name of the surviving corporation into which MILLARD WAYNE, INC. plans to merge is WM ACQUISITION CORPORATION.

1. MILLARD WAYNE, INC. and WM ACQUISITION CORPORATION shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of WM ACQUISITION CORPORATION be merged with and into a single corporation, to wit, WM ACQUISITION CORPORATION, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "Millard Wayne, Inc." pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of MILLARD WAYNE, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 1/500th of the following consideration:

- (i) \$500,000 in cash ("Cash Consideration");
- (ii) such number of shares of common stock of American Medicare Corporation ("AMC") which, upon the merger of AMC into Infocure Corporation ("Infocure") will be the equivalent of 600,000 divided by the price of a share of Infocure common stock to the public pursuant to the public offering pursuant to Registration Statement No. 333-18923; and
- (iii) 783,000 shares of common stock of AMC.

If the consolidated shareholders' equity of MILLARD WAYNE, INC. upon merger determined in accordance with GAAP but consistent with the basis on which the Financial Statements of MILLARD WAYNE, INC., on an accrual basis, were prepared is less than \$122,098 ("Net Worth Shortfall"), the stock portion of the Aggregate Consideration shall be decreased by the amount of the Net Worth Shortfall (based on the price per share at the Public Offering); and if the consolidated stockholders' equity is greater than \$122,098 ("Net Worth Excess"), the stock portion of the Aggregate Consideration shall be increased by the amount of the Net Worth Excess (based on the price per share at the Public Offering).

In addition, each share shall be converted into 1/500 of the Earn Out (as hereinafter defined).

The Earn Out shall be as follows:

- (a) 195,750 shares of common stock of AMC plus one-half of the shares withheld due to the Net Worth Shortfall, if any, (collectively, the "Adjustment Shares") shall be earned and issued to the Shareholders each year (an aggregate of two times the number of Adjustment Shares) if either the total revenues or operating profits of the Millard Wayne, Inc. and the Health Care Division, Inc. ("HCD") combined equal or exceed the applicable amount set forth below for each year:

<u>Fiscal Year</u>	<u>Total Revenues</u>	<u>Operating Profits</u>
1998	\$4,000,000 plus six times one-half of the Net Worth Shortfall	\$1,000,000 plus one-half of the Net Worth Shortfall
1999	\$4,400,000 plus 5.3 times one-half of the Net Worth Shortfall	\$1,250,000 plus one-half the Net Worth Shortfall

If the operating profits for either year is less than 20% below the specified operating profit for such year ("Minimum Amount"), the number of shares of common stock of AMC which shall be payable for such year shall be a fraction of said Adjustment Shares, the numerator of which is the amount by which the operating profits for such year exceeds the Minimum Amount, not to exceed

the difference between the operating profit set forth above and the Minimum Amount ("Difference") and the denominator of which is the Difference. The shares of common stock of AMC shall be converted into shares of InfoCure at the exchange ratio pursuant to the offering to be made in accordance with Registration Statement No. 333-25071.

For purposes of determining the Earn Out, net operating profits shall not be reduced for any income taxes, interest, expenses related to the public offering, allocations of corporate overhead by AMC or its subsidiaries (other than Millard Wayne, Inc. and HCD), or expenses related to corporate meetings and other divisions.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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.