

552478

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GASTROENTEROLOGY ASSOCIATES OF ORANGE PARK, P.A., a Florida
corporation, P93000088300

INTO

BORLAND-GROOVER CLINIC, P.A., a Florida corporation, 552478.

File date: April 30, 1997 , effective May 1, 1997

Corporate Specialist: Joy Moon-French

552478

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)
106 South Monroe St. - 2nd Floor

(Address)
Tallahassee, FL 32301 222-7200

(City, State, Zip) (Phone #)
Call Pat if problems. @ 222-7200

OFFICE USE ONLY

RECEIVED
97 APR 30 PM 12:04
DIVISION OF CORPORATION

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known)

1. Gastroenterology Associates
(Corporation Name) Orange Park, P.A. into (Pg 300082300)
(Document #)
2. Portland-Groover Clinic
(Corporation Name) PA
(Document #)
3. (552478)
(Document #)
4. 4-3e
(Corporation Name)

Walk in Pick up time 4-3e
Mail out Will wait Photocopy

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04/30/97--01056--011
*****0.00 *****0.00

NEW FILINGS
<input type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Disseisun/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
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark

EFFECTIVE DATE
5/1/97

* Rtn. a
billed
stamped
copy.
Shanks

4/30
Jon
merger

Examiner: [Signature]

ARTICLES OF MERGER OF
GASTROENTEROLOGY ASSOCIATES OF ORANGE PARK, P.A.
INTO BORLAND-GROOVER CLINIC, P.A.

FILED
97 APR 30 PM 3:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Gastroenterology Associates of Orange Park, P.A., a Florida professional association, into Borland-Groover Clinic, P.A., a Florida professional association.

EFFECTIVE DATE
5/1/97

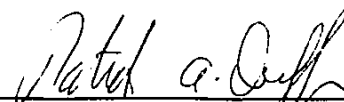
1. Attached hereto as Exhibit A and incorporated herein by reference is a copy of the Plan of Merger to effect the merger of Gastroenterology Associates of Orange Park, P.A. into Borland-Groover Clinic, P.A. The surviving corporation shall be Borland-Groover Clinic, P.A.

2. The effective date of this merger shall be May 1, 1997.

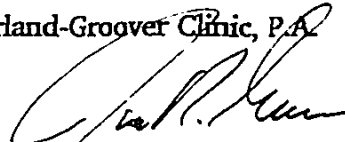
3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1103, Florida Statutes, (i) by the shareholders of Gastroenterology Associates of Orange Park, P.A. by resolution dated April 7, 1997 following recommendations made by the Board of Directors of such professional association; and (ii) by the Board of Directors of Borland-Groover Clinic, P.A. by resolution dated April 24 1997 and no approval of the shareholders of Borland-Groover Clinic, P.A. is required by law or by its Articles of Incorporation or Bylaws.

IN WITNESS WHEREOF, Gastroenterology Associates of Orange Park, P.A. and
Borland-Groover Clinic, P.A. have caused these Articles of Merger to be signed in their
corporate names as of the 29 day of April, 1997.

Gastroenterology Associates of Orange
Park, P.A.

By: 
Its: PATRICK A. DUFFY PRESIDENT

Borland-Groover Clinic, P.A.

By: 
Jack R. Groover, M.D.
Its: President

PLAN OF MERGER

This Plan of Merger, dated this 29 day of April 1997, is entered into pursuant to Section 607.1101, Florida Statutes, for the merger of **Gastroenterology Associates of Orange Park, P.A.**, a Florida professional association, into **Borland-Groover Clinic, P.A.**, a Florida professional association. Borland-Groover Clinic, P.A. is to be the surviving corporation.

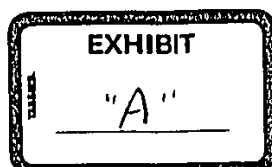
R E C I T A L S:

A. Gastroenterology Associates of Orange Park, P.A. has issued and outstanding 1200 shares of common stock with the par value of \$1.00 per share. All of the stock of Gastroenterology Associates of Orange Park, P.A. is owned by the following licensed physicians:

<u>Name</u>	<u>Number of Shares</u>
Patrick A. Duffy, M.D.	600
Dinesh Madhok, M.D.	600

B. Borland-Groover Clinic, P.A. is a Florida professional association which has issued and outstanding 1050 shares of common stock with the par value of \$1.00 per share. All of the stock of Borland-Groover Clinic, P.A. is owned by the following licensed physicians:

<u>Name</u>	<u>Number of Shares</u>
Lawrence S. Goldberg, M.D.	100
Jack R. Groover, M.D.	100
Robert S. Kanner, M.D.	100



Murry Langfitt, M.D.	100
Victor R. Widner, M.D.	100
W. Alan Harmon	100
Richard D. Hardin	100
Todd L. Sack	100
Jeffrey Hoffman	100
Bradford Joseph	100
Walter E. Morris	50

C. Economies of operation and savings in administrative expenses can be achieved by merging Gastroenterology Associates of Orange Park, P.A. into Borland-Groover Clinic, P.A.

MERGER PROVISIONS:

1. In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, on the Effective Date (as defined below), Gastroenterology Associates of Orange Park, P.A. shall be merged into Borland-Groover Clinic, P.A. and the separate corporate existence of Gastroenterology Associates of Orange Park, P.A. shall cease and Borland-Groover Clinic, P.A. (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (Gastroenterology Associates of Orange Park, P.A. and Borland-Groover Clinic, P.A. are herein collectively referred to as the "Constituent Corporations").

2. The merger shall become effective on May 1, 1997 (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the

Surviving Corporation without further act or deed subject, however, to the limitations on the powers of Borland-Groover Clinic, P.A. imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

5. On the Effective Date, by virtue of the merger and without any action on the part of the parties or otherwise, each six shares of stock of Gastroenterology Associates of Orange Park, P.A. shall be converted into one (1) share of stock in Borland-Groover Clinic, P.A. (i.e. a ratio of 1 share for 0.166666 shares). Each issued and outstanding share of stock of Gastroenterology Associates of Orange Park, P.A. shall be cancelled.

6. The Shareholders of Gastroenterology Associates of Orange Park, P.A. or Borland-Groover Clinic, P.A. who dissent from the merger described herein may be entitled, pursuant to Section 607.1320, Florida Statutes, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

7. This Plan of Merger may be abandoned without the approval of the shareholders of either Gastroenterology Associates of Orange Park, P.A. or the

shareholders of Borland-Groover Clinic, P.A. at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors by either Gastroenterology Associates of Orange Park, P.A. or by the Board of Directors of Borland-Groover Clinic, P.A. followed by written notice to the President of the other corporate party to the merger.

CERTIFICATION

Gastroenterology Associates of Orange Park, P.A. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors and Shareholders of Gastroenterology Associates of Orange Park, P.A. on the 7 day of April, 1997.

Gastroenterology Associates of Orange
Park, P.A.

By: 

Its: PATRICK A. DUFFY / PRESIDENT

Borland-Groover Clinic, P.A. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of Borland-Groover Clinic, P.A. on the 29 day of April, 1997.

Borland-Groover Clinic, P.A.

By: 

Jack R. Groover, M.D.

Its: President