

Document Number Only

581258

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

98 SEP 11 PM 12:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Florida Psychiatric Associates, Inc. (FL)

merging: FPMBH Clinical Services, Inc. (DE)

Merger

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

DIVISION OF CORPORATION

98 SEP 11 AM 11:58

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Name Availability	9/14/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

SEP 11 1998

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FPMBH CLINICAL SERVICES, INC., a Delaware corp. F95000000845

INTO

FLORIDA PSYCHIATRIC ASSOCIATES, INC., a Florida corporation, 581258.

File date: September 11, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

98 SEP 11 PM 12:01
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TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Sections 607.1104 and 607.1107 of the Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FPMBH Clinical Services, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Delaware	Profit Corporation

Florida Document/Registration Number: F95000000845 FEI Number: 59-3293500

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Psychiatric Associates, Inc. 1500 Waters Ridge Drive Lewisville, TX 75057	Florida	Profit Corporation

Florida Document/Registration Number: 581258 FEI Number: 59-1840843

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1104 and 607.1107 of the Florida Statutes, and was approved by written consent of the sole Director of the surviving party on September 9, 1998, the surviving party being the wholly-owned subsidiary of the merging party set forth above, and was approved by written consent of the sole shareholder and the sole Director of the merging party on September 9, 1998.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions.

FIFTH: The merger shall become effective upon filing with the Florida Secretary of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

FLORIDA PSYCHIATRIC ASSOCIATES, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

FPMBH CLINICAL SERVICES, INC.

By James W. McAtee
James W. McAtee, Executive Vice President

PLAN OF MERGER

WHEREAS, Florida Psychiatric Associates, Inc. ("FPA") is a corporation duly organized and validly existing under the laws of the State of Florida, having authorized capital stock consisting of Seven Thousand Five Hundred (7,500) shares of common stock, \$1.00 par value per share, all of which are entitled to vote and of which Three Hundred (300) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPMBH Clinical Services, Inc. ("FPMBH") (sometimes referred to herein as the "Merging Corporation") is a corporation duly organized and validly existing under the laws of the State of Delaware, having authorized capital stock consisting of One Thousand (1,000) shares of common stock, \$.01 par value per share, all of which are entitled to vote and of which One Thousand (1,000) shares are issued and outstanding and owned by its sole shareholder; and

WHEREAS, FPA is a wholly-owned subsidiary of FPMBH; and

WHEREAS, the sole Directors of FPA and the Merging Corporation deem it advisable that the Merging Corporation merge with and into FPA upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Delaware and the State of Florida (the "Merger"), and that the shares of the Merging Corporation be canceled upon consummation of the Merger as set forth herein; and

WHEREAS, the sole Director and the sole stockholder of the Merging Corporation having by resolutions duly adopted, approved and consented to the Merger as required by Section 253 of the Delaware General Corporation Law (the "DGCL"), and the sole Directors of the Merging Corporation and FPA having by resolutions duly adopted, approved and consent to this Plan of Merger and Articles of Merger as required by Section 607.1107 of the Florida Business Corporation Act ("FBCA");

NOW, THEREFORE, in consideration of the mutual promises set forth herein, the parties hereto agree as follows:

SECTION I.

Effect of the Merger; Manner and Bases of Converting and Canceling Shares

A. At the Effective Time (as defined in Section II below), the Merging Corporation shall be merged with and into FPA, the separate corporate existence of the

Merging Corporation (except as may be continued by operation of law) shall cease, and FPA shall continue as the surviving corporation, all with the effects provided by applicable law. FPA in its capacity as the surviving corporation of the Merger, is sometimes referred to herein as the "Surviving Corporation".

B. At the Effective Time, each share of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the Merging Corporation, FPA or any other person, be canceled and no cash or rights or securities or other property shall be payable in respect thereof. At the Effective Time, each issued and outstanding share of the Surviving Corporation shall continue as an issued and outstanding share of the Surviving Corporation.

C. At the Effective Time, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of FPMBH and FPA; and all the rights, privileges, immunities, powers and franchises of each of FPMBH and FPA on whatever account, for stock subscriptions, as well as for all other choses in action inuring or without further act or deed; the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of FPMBH and FPA and any claim existing or action or proceeding pending by or against FPMBH and FPA may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Neither the rights of creditors nor any liens or security interests upon the property of FPMBH and FPA shall be impaired by the Merger.

D. The assets and liabilities of FPMBH and FPA as of the Effective Time of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of FPMBH and FPA. The amount of the capital surplus and earned surplus accounts of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Florida and with generally accepted accounting principles.

SECTION II.

Effective Time

A. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section V.(B.) hereof, the Merging Corporation shall cause a Certificate of Ownership and Merger to be executed and filed with the Secretary of State of the State of Delaware as provided in Section 253 of the DGCL.

B. Provided that this Plan of Merger has not been terminated and abandoned pursuant to Section V.(B.) hereof, FPA and FPMBH shall cause Articles of Merger and this Plan of Merger to be executed and filed with the Secretary of State of the State of Florida as provided in Section 607.1105 of the FBCA.

C. The Merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State and the Articles of Merger and this Plan of Merger with the Florida Secretary of State (the "Effective Time").

SECTION III.

Articles of Incorporation, By-Laws, Board of Directors and Officers

A. The Articles of Incorporation of FPA as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until they are amended as provided by law.

B. The Bylaws of FPA as in effect at the Effective Time, subject to alteration, amendment or repeal from time to time by the Board of Directors or the stockholders of the Surviving Corporation, shall be the Bylaws of the Surviving Corporation.

C. The members of the Board of Directors and the officers of FPA holding office immediately prior to the Effective Time shall be the members of the Board of Directors and the officers (holding the same positions as they held with FPA immediately prior to the Effective Time) of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death.

SECTION IV.

Approval of Shareholders

A. This Plan of Merger shall be submitted for approval as promptly as practicable to the sole stockholder of the Merging Corporation as provided by law.

SECTION V.

Amendment or Abandonment

A. The Merging Corporation and FPA by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Plan of Merger with respect to the Merging Corporation in such manner as may be agreed upon by them in writing.

B. This Plan of Merger may be terminated and the Merger may be abandoned for any reason by a resolution adopted by the Board of Directors of the Merging Corporation at any time prior to the Effective Time. In the event of the termination of this Plan of Merger, this Plan of Merger shall forthwith become void and there shall be no liability hereunder on the part of any party or its respective officers and directors, except liability for intentional breach or misrepresentation or common law fraud.

SECTION VI.

Miscellaneous

A. This Plan of Merger may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument.

B. The internal law, not the law of conflicts, of the State of Florida will govern all questions concerning the construction, validity and interpretation of this Plan of Merger.

C. This Plan of Merger is not intended to confer upon any person (other than the parties hereto and their respective successors and assigns) any rights or remedies hereunder or by reason hereof.

D. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of the Merging Corporation or FPA acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Merging Corporation or the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of the Merging Corporation or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority duly given, have each caused this Plan of Merger to be executed by its duly authorized officer, on this 9th day of September, 1998.

FLORIDA PSYCHIATRIC ASSOCIATES, INC.
a Florida corporation

By: James W. McAtee
James W. McAtee, Executive Vice President

FPMBH CLINICAL SERVICES, INC.
a Delaware corporation

By: James W. McAtee
James W. McAtee, Executive Vice President