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FRED H. STEFFEY

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December 11, 1997

FEDERAL EXPRESS

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Gentlemen:

Enclosed for filing is the executed original of Articles of Merger Merging Jacksonville Therapy Center, P.A. and Stress Medicine, P.A. with and into David W. Cheshire, M.D., P.A. and Changing its Name to David W. Cheshire, M.D., P.A., Jacksonville Therapy Center, together with a copy to be marked as received and returned to me.

Also enclosed is a check in the amount of \$105.00 to cover the filing fees.

If you have any questions concerning this proposed merger, please call.

Sincerely,

Fred H. Steffey
Fred H. Steffey

CORAPMER

FHS:pab
D:\WP7\LTR\SSCHESHIRE.121.wpd
Enclosures

cc: Dr. David W. Cheshire (w/a encl)

Name	12/16/97
Availability	12/16/97
Examiner	Don
Updater	Don
Update	Don
Verifier	Don
Acknowledgement	Don
W.P. Verifier	Don

C. TAX	
FILING	
RECEIVED	105
C. TAX	
TOTAL	105
N. B. TAX	
BALANCE DUE	
REFUND	

600002379056--5

-12/22/97-01055-031

****105.00 ****105.00

*Merger &
name
change*

EFFECTIVE DATE

11/1/98

Corapmer

FILED
97 DEC 15 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/98

DAWP7\CORPORAT\AXTH91.MER.wp

FILED
97 DEC 15 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merging
JACKSONVILLE THERAPY CENTER, P.A.
and
STRESS MEDICINE, P.A.
with and into
DAVID W. CHESHIRE, M.D., P.A.
and Changing its Name to
DAVID W. CHESHIRE, M.D., P.A., JACKSONVILLE THERAPY CENTER

1. The names of the corporations which are parties to this merger are **JACKSONVILLE THERAPY CENTER, P.A.**, a Florida professional service corporation, **STRESS MEDICINE, P.A.**, a Florida professional service corporation, and **DAVID W. CHESHIRE, M.D., P.A.**, a Florida professional service corporation (the "Constituent Corporations"). **DAVID W. CHESHIRE, M.D., P.A.** shall be the surviving corporation under the name **DAVID W. CHESHIRE, M.D., P.A., JACKSONVILLE THERAPY CENTER**.
2. A true copy of the Agreement and Plan of Merger is attached hereto and by this reference incorporated herein and made a part hereof.
3. The Agreement and Plan of Merger was approved and adopted by the unanimous written consents of the directors and shareholders of each of the Constituent Corporations on December 4th, 1997, which consents were sufficient for such approvals and adoptions.
4. All conditions precedent to the effectiveness of the Agreement and Plan of Merger have occurred.
5. The effective date of this merger shall be the later of January 1, 1998, or the date of the filing of these Articles of Merger by the Department of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporations this 4th day of December, 1997, effective as of January 1, 1998, or, if later, the date of the filing of these Articles of Merger with the State of Florida.

JACKSONVILLE THERAPY CENTER, P.A.

DAVID W. CHESHIRE, M.D., P.A.

By: 
DAVID W. CHESHIRE, M.D., President

By: 
DAVID W. CHESHIRE, M.D. President

Attest: 
DAVID W. CHESHIRE, M.D., Secretary

Attest: 
DAVID W. CHESHIRE, M.D., Secretary

STRESS MEDICINE, P.A.

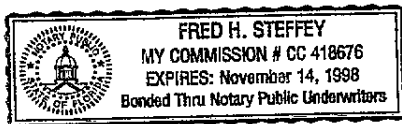
By: _____

DAVID W. CHESHIRE, M.D., President

Attest: _____

DAVID W. CHESHIRE, M.D., Secretary**STATE OF FLORIDA)****COUNTY OF DUVAL)**

The foregoing Articles of Merger were acknowledged before me this 4th day of September, 1997, by **DAVID W. CHESHIRE, M.D.**, (known to me X or Type of Ident. & No.: _____) as President and Secretary of **JACKSONVILLE THERAPY CENTER, P.A.**, a Florida professional service corporation, on behalf of said corporation, as President and Secretary of **STRESS MEDICINE, P.A.**, a Florida professional service corporation, on behalf of said corporation and as President and Secretary of **DAVID W. CHESHIRE, M.D., P.A.**, a Florida professional service corporation, on behalf of said corporation.



Fred H. Steffey
NOTARY PUBLIC, State of Florida
 My commission expires: 11-14-98

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is by and between **JACKSONVILLE THERAPY CENTER, P.A.**, a Florida professional service corporation ("JTC") and **STRESS MEDICINE, P.A.**, a Florida professional service corporation ("Medicine") (collectively the "Merging Corporations") and **DAVID W. CHESHIRE, M.D., P.A.**, a Florida professional service corporation (the "Surviving Corporation").

RECITALS

A. The authorized capital stock of JTC consists of 1,000 shares of common stock, \$1.00 par value per share (JTC's Pre-Merger Stock"), 1,000 shares of which are issued and outstanding and owned by David W. Cheshire, M.D.

B. The authorized capital stock of Medicine consists of 100 shares of common stock having a par value of \$1.00 per share ("Medicine's Pre-Merger Stock"), 100 shares of which are issued and outstanding and owned by David W. Cheshire, M.D.

C. The authorized capital stock of the Surviving Corporation consists of 10,000 shares of common stock, \$1.00 par value per share (the "Surviving Corporation's Pre-Merger Stock"), 500 shares of which are issued and outstanding and owned by David W. Cheshire, M.D.

D. The parties hereto intend to cause a merger (the "merger") of the Merging Corporations into the Surviving Corporation, pursuant to which the Surviving Corporation will survive; the authorized capital stock of the Surviving Corporation after the merger will continue to consist of 10,000 shares of common stock, \$1.00 par value per share ("Surviving Corporation's Post-Merger Stock"); all shares of JTC's Pre-Merger Stock and Medicine's Pre-Merger Stock (collectively, the "Merging Corporations' Pre-Merger Stock") shall be cancelled; all shares of the Surviving Corporation's Pre-Merger Stock will be converted into shares of the Surviving Corporation's Post-Merger Stock; and the name of the Surviving Corporation will be changed to **DAVID W. CHESHIRE, M.D., P.A., JACKSONVILLE THERAPY CENTER**, all as more fully set forth herein.

AGREEMENT

In consideration of the terms, conditions and mutual covenants contained in this Agreement, the parties hereto agree as follows:

1. Stockholder Approval: Effectiveness of Merger.

(a) This Agreement shall be submitted to the stockholders of each of the Merging Corporations and the Surviving Corporation (the "Constituent Corporations") as provided by the applicable laws of the State of Florida and this Agreement.

(b) If (i) this Agreement is duly authorized and adopted by the votes or written consents of the holders of a majority of the issued and outstanding shares of each of the Constituent Corporations and (ii) this Agreement is not terminated and abandoned pursuant to the provisions of Section 5 hereof, Articles of Merger shall be executed and delivered to the Secretary of the State of

Florida in accordance with the laws of the State of Florida as soon as practicable after the last approval of such stockholders, which Articles of Merger shall have attached to them and incorporated in them by references this Agreement. The merger shall become effective the later of January 1, 1998, or the date of the filing of the Articles of Merger with the Department of State of Florida, such date being herein sometimes called the "Effective Date".

2. Terms of the Merger. On the Effective Date each of the Merging Corporations shall be merged into the Surviving Corporation; all assets and liabilities of each of the Merging Corporations, as they exist on the Effective Date, shall pass to, vest in and become assets and obligations of the Surviving Corporation; the separate existence of each of the Merging Corporations shall cease; and the Surviving Corporation shall continue in existence, but its name shall be changed to David W. Cheshire, M.D., P.A., Jacksonville Therapy Center.

3. Certificate of Incorporation; Bylaws, Etc.

(a) As of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended as provided in Appendix I hereto to change the name of the Surviving Corporation to DAVID W. CHESHIRE, M.D., P.A., JACKSONVILLE THERAPY CENTER.

(b) From and after the Effective Date and until thereafter amended as provided by law, the Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be amended to conform to the change in the name of the Surviving Corporation, but shall otherwise continue in effect as its Bylaws.

(c) From and after the Effective Date and until the next annual meeting of the shareholders of the Surviving Corporation, the officers and directors of the Surviving Corporation shall be as provided in Appendix II hereto.

4. Manner and Basis of Cancellation and Conversion of Shares.

(a) On the Effective Date, all shares of each of the Merging Corporations' Pre-Merger Stock shall be cancelled and all shares of the Surviving Corporation's Pre-Merger Stock issued and outstanding immediately prior to the merger shall, by virtue of the merger and without the requirement of any action on the part of the Surviving Corporation or the holders of such stock, be converted, share for share, into shares of the Surviving Corporation's Post-Merger Stock.

(b) Upon the surrender of the certificates for each of the Merging Corporations' Pre-Merger Stock they will be cancelled and upon the surrender of the Surviving Corporation's Pre-Merger Stock, the Surviving Corporation will issue certificates for the appropriate number of shares of the Surviving Corporation's Post-Merger Stock in exchange therefor.

5. Termination. Notwithstanding favorable action on the merger by the stockholders of the Constituent Corporations, this Agreement may be terminated at any time prior to the Effective Date and the merger abandoned by the Board of Directors of any of the Constituent Corporations.

6. Amendments. The parties hereto by mutual consent of their respective Board of Directors, prior to the Effective Date, may amend, modify and supplement this Agreement in such

manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of the Constituent Corporations.

7. **Miscellaneous.**

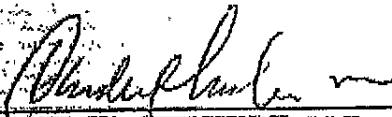
(a) This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

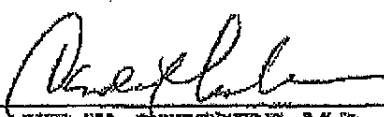
(b) If at any time any of the parties hereto shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the parties shall as of the Effective Date execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

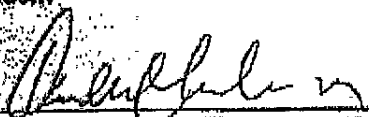
IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its President and attested by its Secretary the 4th day of December, 1997.


DAVID W. CHESHIRE, M.D., P.A.

JACKSONVILLE THERAPY CENTER, P.A.

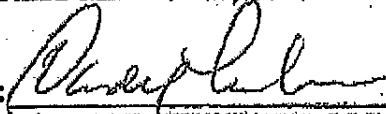
By: 
DAVID W. CHESHIRE, M.D.
President


By: 
DAVID W. CHESHIRE, M.D.
President

Attest: 
DAVID W. CHESHIRE, M.D.
Secretary

Attest: 
DAVID W. CHESHIRE, M.D.
Secretary

STRESS MEDICINE, P.A.

By: 
DAVID W. CHESHIRE, M.D.
President

Attest: 
DAVID W. CHESHIRE, M.D.
Secretary

APPENDIX I**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DAVID W. CHESHIRE, M.D., P.A.**

Upon the filing of the Articles of Merger for the Merger of JACKSONVILLE THERAPY CENTER, P.A., and STRESS MEDICINE, P.A., with and into DAVID W. CHESHIRE, M.D., P.A., as the Surviving Corporation Article I of its Articles of Incorporation shall be amended in whole to read as follows:

ARTICLE I - CORPORATE NAME

The name of this corporation is David W. Cheshire, M.D., P.A., Jacksonville Therapy Center

APPENDIX II**SCHEDULE OF OFFICERS AND DIRECTORS
OF****DAVID W. CHESHIRE, M.D., P.A., JACKSONVILLE THERAPY CENTER****1. DIRECTORS:****David W. Cheshire, M.D.****2. OFFICERS:****President, Secretary & Treasurer****David W. Cheshire, M.D.**