

F78514

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST FLORIDA FAMILY PRACTICE, P.A., a Florida corporation, document
number K96762

INTO

GULF COAST PHYSICIAN PARTNERS, P.A., a Florida corporation, F78514

File date: June 30, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

F78514



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446466 1299A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1997

ORDER TIME : 10:00 AM

ORDER NO. : 446466-005

CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq
Clark Partington Hart Larry
Suite 800
125 West Romana Street
Pensacola, FL 32591-3010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WEST FLORIDA FAMILY
PHYSICIANS, P.A.
Practice

INTO

GULF COAST PHYSICIAN PARTNERS,
P.A.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

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ARTICLES OF MERGER

Pursuant to the provisions of Sections 607.1104 and 606.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **GULF COAST PHYSICIAN PARTNERS, P.A.**, formerly known as **Gulf Coast Family Physicians, P.A.** (hereinafter "Gulf Coast"), a Florida professional association, and **WEST FLORIDA FAMILY PRACTICE, P.A.**, (hereinafter "West Florida"), a Florida professional association, for the purpose of merging them into one of such professional associations.

1. The undersigned professional associations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger whereby West Florida, a wholly-owned subsidiary of Gulf Coast, shall be merged into Gulf Coast. Gulf Coast shall be the surviving corporation.

2. The name of the surviving professional association is **GULF COAST PHYSICIAN PARTNERS, P.A.**, and the Federal Tax Identification Number and other identifying numbers of Gulf Coast shall henceforth be the tax and identifying numbers of the surviving corporation.

3. The Plan of Merger of the undersigned professional associations was adopted pursuant to Section 607.1104 of the Florida Statutes.

4. The Plan of Merger is effective the 30th day of June, 1997.

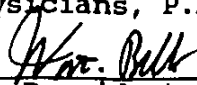
5. The Plan of Merger was adopted on the 27th day of May, 1997, by action of the Board of Directors of Gulf Coast. Gulf Coast, as the sole shareholder of West Florida, does hereby waive the 30-day mailing requirement of the Plan of Merger pursuant to Section 607.1104(2)&(3), Florida Statutes.

6. The Plan of Merger was adopted on the 27th day of May, 1997, by unanimous action of the Shareholder and the Board of Directors of West Florida.

7. The Plan of Merger calls for an exchange of the issued shares as follows: Because West Florida is a wholly-owned subsidiary of Gulf Coast, all shares of West Florida shall be cancelled as of the effective date of the merger. Since the proportionate interests of the shareholders of Gulf Coast are not affected by the merger, no additional shares of Gulf Coast will be issued as a result of the merger of West Florida into Gulf Coast. As of the effective date of the merger, all of the assets of West Florida and properties of whatsoever nature owned by West Florida shall be conveyed without further action by West Florida to Gulf Coast, and Gulf Coast shall assume all liabilities and obligations of whatsoever nature of West Florida.

DATED on the dates set forth below, effective the 30th day of June, 1997.

GULF COAST PHYSICIAN PARTNERS, P.A.,
formerly known as Gulf Coast
Family Physicians, P.A.

By: 
President
~~William W. Belk~~ William W. Belk
[Print/Type Name]
Date: JUNE 26, 1997

WEST FLORIDA FAMILY PRACTICE, P.A.

By: 
President
~~Vice President~~ Bruce Young
[Print/Type Name]
Date: JUNE 26, 1997

PLAN OF MERGER

THIS IS A PLAN OF MERGER, dated on the dates set forth below, between GULF COAST PHYSICIAN PARTNERS, P.A., formerly known as Gulf Coast Family Physicians, P.A., a Florida professional association, (hereinafter "Gulf Coast") and WEST FLORIDA FAMILY PRACTICE, P.A., a Florida professional association (hereinafter "West Florida").

STIPULATIONS

A. Gulf Coast is a professional association organized and existing under the laws of the State of Florida, with its principal office at 4501 North Davis Highway, Suite A, Pensacola, Florida 32503. Gulf Coast has a capitalization of one hundred thousand (100,000) authorized shares of \$1.00 par value voting common stock and one hundred thousand (100,000) authorized shares \$1.00 par value nonvoting common stock, of which nine thousand (9,000) shares of voting common stock are issued and outstanding.

B. West Florida is a professional association organized and existing under the laws of the State of Florida with its principal office at 1613 Berryhill Road, Milton, Florida 32570. West Florida is a wholly-owned subsidiary of Gulf Coast.

Section 1. Merger. West Florida shall merge with and into Gulf Coast and Gulf Coast shall be the surviving professional association.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of West Florida shall cease, and Gulf Coast shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of West Florida without the necessity for any separate transfer. Gulf

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Coast shall thereafter be responsible and liable for all liabilities and obligations of West Florida, and neither the rights of creditors nor any liens on the property of West Florida shall be impaired by the merger.

Section 3. Conversion of Shares. Because West Florida is a wholly-owned subsidiary of Gulf Coast, no additional shares of Gulf Coast will be issued as a result of the merger of West Florida into Gulf Coast. All shares of West Florida shall be cancelled as a result of the merger.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of Gulf Coast shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The bylaws of Gulf Coast shall continue to be its bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of Gulf Coast as of the effective date of the merger shall be as follows:

E. Coy Irvin, Jr.	President/Director
David B. Young	Vice President/Director
H. David Brannon	Secretary/Director
Dennis Mayeaux	Treasurer/Director
Craig Wyrosdick	Assistant Vice President/Director
Paul A. McLeod	Assistance Vice President/Director
William E. Williams, III	Assistant Vice President/Director
Karen G. Snow	Assistance Vice President/Director
William W. Belk	Assistant Vice President/Director

Section 7. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders or

directors of the constituent professional associations in the manner provided by the applicable laws of the State of Florida at meetings to be held at such time as to which the boards of directors of the constituent professional associations may agree.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be the 30th day of June, 1997.

Section 9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, pursuant to the authorization of their respective boards of directors on the dates set forth below.

GULF COAST PHYSICIAN PARTNERS, P.A.

By: [Signature]
Its: [Signature]
Date: June 26, 1997

[CORPORATE SEAL]

WEST FLORIDA FAMILY PRACTICE, P.A.

By: [Signature]
Its: [Signature]
Date: Jan 26, 1997

[CORPORATE SEAL]