



F94000003927

ACCOUNT NO. : 072100000032
REFERENCE : 648510 *Patricia Pizub* 4812444
AUTHORIZATION : *Patricia Pizub*
COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 648510-010

000002387250--0

CUSTOMER NO: 4812444

CUSTOMER: Ms. Pamela B. Houston
Foley, Lardner Weissburg &
35th Floor
2029 Century Park East
Los Angeles, CA 90067-3000

EFFECTIVE DATE
1-1-98

ARTICLES OF MERGER

MEDVIEW SERVICES, INC.

INTO

COMMUNITY CARE NETWORK, INC.

**EFFECTIVE DATE 1-1-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Messy
1-2-98

FILED
97 DEC 31 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 31 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

F94000003927

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDVIEW SERVICES, INCORPORATED, a Florida corporation, document
number s53427

into

COMMUNITY CARE NETWORK, INC., a California corporation F94000003927

File date: December 31, 1997 , effective January 1, 1998

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

MEDVIEW SERVICES, INCORPORATED,
a Florida corporation

AND

COMMUNITY CARE NETWORK, INC.,
a California corporation

FILED
97 DEC 31 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

To the Secretary 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 Medview Services, Incorporated, with and into Community Care Network, Inc., as approved by resolution adopted by the Board of Directors of Medview Services, Incorporated, on December 24, 1997 and by resolution adopted by the Board of Directors of Community Care Network, Inc., on December 24, 1997.

2. The shareholders of Medview Services, Incorporated, entitled to vote on the aforesaid Plan of Merger, approved and adopted the Plan of Merger by shareholder resolution on December 24, 1997.

3. The merger of Medview Services, Incorporated, with and into Community Care Network, Inc.. is permitted by the laws of the jurisdiction of organization of Community Care Network, Inc., and has been authorized in compliance with said laws. Approval of the shareholders of Community Care Network, Inc. was not required for the merger.

4. The effective time date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on January 1, 1998.

Executed on December 24, 1997

MEDVIEW SERVICES, INCORPORATED

By: [Signature]
Name: John M. Franklin
Capacity: Vice President

COMMUNITY CARE NETWORK, INC.,

By: [Signature]
Name: John M. Franklin
Capacity: Vice President

PLAN OF MERGER adopted on December 24, 1997 by resolution of the Board of Directors of Medview Services, Incorporated, a business corporation organized under the laws of the State of Florida, and adopted on December 24, 1997 by resolution of the Board of Directors of Community Care Network, Inc., a business corporation organized under the laws of the State of California. The names of the corporations planning to merge are Medview Services, Incorporated, a business corporation organized under the laws of the State of Florida, and Community Care Network, Inc., a business corporation organized under the laws of the State of California. The name of the surviving corporation into which Medview Services, Incorporated plans to merge is Community Care Network, Inc.

1. Medview Services, Incorporated and Community Care Network, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Community Care Network, Inc., be merged with and into a single corporation, to wit, Community Care Network, Inc., 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 its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Medview Services, Incorporated, 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 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 one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is

issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

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 Corporations 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 Corporations 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 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 California, 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.

Date: Dec 24, 1997

MEDVIEW SERVICES, INCORPORATED

By: [Signature]

Name: John M. Franklin

Title: Vice President

COMMUNITY CARE NETWORK, INC.,

By: [Signature]

Name: John M. Franklin

Title: Vice President