

Document Number Only
F96000000545

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

W96-2411

200001703112
-01731796--01000--010
*****70.00 *****70.00

200001703112
-01731796--01000--011
*****8.75 *****8.75

Equi Med, Inc
J. b. d
E. G. M. J. Inc

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mail
<input checked="" type="checkbox"/> Limited Liability	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of N.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fic. Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input checked="" type="checkbox"/> CUB
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready		<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

Name
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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
1-31-96

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96 JAN 31 PM 2 22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 31, 1996

CT CORP

SUBJECT: EQMD, INC.
Ref. Number: W96000002411

We have received your document for EQMD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 796A00004332

CERTIFIED COPY OF RESOLUTION

CORPORATION ADOPTING AN ALTERNATE NAME FOR USE
IN THE STATE OF FLORIDA

I, the undersigned, R. Lee Robinson, Vice President and Secretary of EquiMed, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of the Corporation, which resolution was duly adopted by the Unanimous Written Consent of the said Board as if a meeting were held on January ~~20~~, 1996, and that the said resolution has not been rescinded or modified:

RESOLVED, that EquiMed, Inc., organized and existing in the State of Delaware, hereby adopts the name EQMD, Inc. for use in Florida.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 28 day of January, 1996.

EQUIMED, INC.

By: 

R. Lee Robinson
Vice President and
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 31 PM 2:11

FILED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. EquiMed, Inc., doing business in Florida as EOMD, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

25-1668112

2. Delaware
(State or country under the law of which it is incorporated)

3. pending
(FEI number, if applicable)

4. December 6, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 3754 La Vista Road, Tucker, Georgia 30084-5637

(Current mailing address)

8. National physician practice management.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

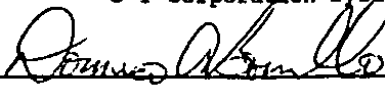
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Domenico A. Baccello, Asst-Secy
(Type Name and Title of Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Douglas B. Colkitt, M.D.

Address: 3754 La Vista Road
Tucker, Georgia 30084-5637

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. B. Lee Robinson, Secretary & Vice President - Finance

(Typed or printed name and capacity of person signing application)

FILED
96 JUN 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
EquiMed, Inc.**

1. Larry W. Pearson
3754 La Vista Road
Tucker, Georgia 30084-5637
2. Richard C. Holdren
3754 La Vista Road
Tucker, Georgia 30084-5637
3. Stephen F. Brint
3754 La Vista Road
Tucker, Georgia 30084-5637
4. Douglas R. Colkitt, M.D.
3754 La Vista Road
Tucker, Georgia 30084-5637
5. Brian C. Smith
3754 La Vista Road
Tucker, Georgia 30084-5637

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
EquiMed, Inc.**

1. Larry W. Pearson, President & CEO
3754 La Vista Road
Tucker, Georgia 30084-5637
2. Douglas R. Colkitt, M.D., Chairman
3754 La Vista Road
Tucker, Georgia 30084-5637
3. P. Craig Hethcox, Chief Operating Officer
3754 La Vista Road
Tucker, Georgia 30084-5637
4. R. Lee Robinson, Vice President - Finance & Secretary
3754 La Vista Road
Tucker, Georgia 30084-5637
5. William E. Pritts II, Chief Financial Officer
3754 La Vista Road
Tucker, Georgia 30084-5637
6. G. Stephen Brown, M.D., Corporate Medical Director
3754 La Vista Road
Tucker, Georgia 30084-5637

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EQUIMED, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2568515 8300

960024228

AUTHENTICATION:

DATE:

7804458

01-25-96

F96000000545

Document Number Only

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96 SEP 27 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600001958986
-09/27/96--01035--020
*****70.00 *****70.00

Stuart Urology, Inc.

Merging into: Equimed, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name Filing

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/27

N HENDRICKS SEP 27 1996

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

STUART UROLOGY, INC., A FLORIDA CORPORATION, 462766

into

**EQUIMED, INC. doing business in Florida as EQMD, INC., a Delaware
corporation F96000000545**

File date: September 27, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER
OF
STUART UROLOGY, INC.
WITH AND INTO
EQUIMED, INC.

FILED
96 SEP 27 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

MERGER

Pursuant to Section 252 of the Delaware General Corporation Law and Section ^{607.1107} of the Florida Business Corporation Code, Stuart Urology, Inc., a Florida corporation ("Oldco"), shall be merged with and into EquiMed, Inc., a Delaware corporation ("EquiMed").

II.

PLAN OF MERGER

A copy of the Plan of Merger (the "Plan") between Oldco and EquiMed, pursuant to which Oldco is to be merged with and into EquiMed, is attached hereto as Exhibit "A".

III.

SURVIVING CORPORATION

EquiMed shall be the surviving corporation of the merger of Oldco with and into EquiMed (the "Merger"), and the name of the surviving corporation thereafter shall be "EquiMed, Inc.".

IV.

REGISTERED AGENT

The registered agent for the surviving corporation shall be CT Corporation System, the street address of which is 1209 Orange Street, Wilmington, Delaware 19801.

V.

OLDCO
SHAREHOLDER APPROVAL

Oldco has 10,000 shares of common stock authorized, of which 9,998 shares are issued and outstanding. The Plan was approved by the unanimous written consent of the sole shareholder of all the outstanding shares of common stock of Oldco.

VI.

EQUIMED, INC.
APPROVAL OF THE BOARD OF DIRECTORS

The Plan was approved by the unanimous written consent of the Board of Directors of EquiMed. The approval of the shareholders of EquiMed was not required.

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be executed by its duly authorized officer this first day of June, 1996.

EQUIMED, INC., a Delaware
corporation

By: *Sam W. [Signature]*
Title: President

STUART UROLOGY, INC., a Florida
corporation

By: *[Signature]*
Title: _____

EXHIBIT "A"
PLAN OF MERGER
OF
STUART UROLOGY, INC.
WITH AND INTO
EQUIMED, INC.

I.

MERGER

Stuart Urology, Inc., a Florida corporation ("Oldco"), shall be merged with and into EquiMed, Inc., a Delaware corporation ("EquiMed").

II.

SURVIVING CORPORATION

EquiMed shall be the surviving corporation of the merger of Oldco with and into EquiMed (the "Merger"), and the name of EquiMed shall thereafter continue to be "EquiMed, Inc."

III.

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of EquiMed in effect immediately prior to the Merger shall remain unchanged and shall continue to be the Articles of Incorporation and Bylaws of EquiMed until amended in the manner provided by Delaware law.

IV.

DIRECTORS AND OFFICERS

The directors and officers of EquiMed immediately prior to the Merger shall be the respective directors and officers of EquiMed

after the Merger, holding office in accordance with the Bylaws of EquiMed.

V.

MANNER AND BASIS OF CONVERTING SHARES

(a) At the effective time of the Merger, all of the issued and outstanding shares of common stock, \$1.00 par value per share, of Oldco (the "Oldco Common Stock") prior to the effective time of the Merger (other than such shares held by Oldco in its treasury) shall, by virtue of the Merger and without any action by the holder thereof, automatically be converted into the "Determined Amount" of EquiMed Common Stock without par value. For purposes hereof, the term "Determined Amount" shall mean 315,668 shares of EquiMed Common Stock. Each share of Oldco Common Stock held in the treasury of Oldco upon the Effective Time of the Merger shall be cancelled, and no consideration shall be issued therefor.

(b) Except as may be otherwise provided herein, in the event that subsequent to the date of execution of this Agreement but prior to the effective time of the Merger, the outstanding shares of EquiMed Common Stock or Oldco Common Stock shall have been increased, decreased, changed into or exchanged for a different number or kind of shares through a recapitalization, reclassification, stock dividend, stock split or reverse stock split, then an appropriate and proportionate adjustment shall be made in the EquiMed Common Stock to be delivered hereunder.

VI.

EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of Oldco shall cease.

VII.

ABANDONMENT OF MERGER

Notwithstanding any other provision hereof, this Plan of Merger and the Merger contemplated hereby may, at any time before the effectiveness of the Merger, be terminated and abandoned pursuant to action taken by EquiMed and Oldco with the approval of their respective Boards of Directors.

VIII.

EFFECTIVE TIME OF MERGER

The Merger shall become effective at the time at which the Articles of Merger have been filed with the Secretary of State of the State of Florida and the Secretary of State of Delaware in accordance with the laws of the State of Florida and the State of Delaware.