

F97000000802

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNCOAST MEDICAL CLINIC, INC., a Florida corporation, 193984

INTO

PHYCOR OF ST. PETERSBURG, INC., a Tennessee corporation,
F97000000802

File date: February 28, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

F97000000802

FILED
97 FEB 28 PM 4:09
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 270321 132254A

AUTHORIZATION : Patricia P. [signature]

COST LIMIT : \$ 122.50

ORDER DATE : February 24, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 270321-035

CUSTOMER NO: 132254A

100002101471 ---E

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

ARTICLES OF MERGER

SUNCOAST MEDICAL CLINIC, INC.

INTO

PHYCOR OF ST. PETERSBURG, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

02/28/97

DX merger

ARTICLES OF MERGER
OF
SUNCOAST MEDICAL CLINIC, INC.
(a Florida corporation)
INTO
PHYCOR OF ST. PETERSBURG, INC.
(a Tennessee corporation)

FILED
97 FEB 28 PM 4:09
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

Pursuant to Sections 48-21-105, 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act, as amended (the "Tennessee Act"), and Sections 607.1104, 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act, as amended (the "Florida Act"), PhyCor of St. Petersburg, Inc., a Tennessee corporation ("PhyCor-St. Petersburg"), does hereby set forth the following information relating to the merger (the "Merger") of SunCoast Medical Clinic, Inc., a Florida corporation ("SunCoast"), into PhyCor-St. Petersburg:

1. The Plan of Merger between SunCoast and PhyCor-St. Petersburg is set forth as Exhibit A attached hereto.

2. The Plan of Merger was adopted on February 21, 1997 by the Board of Directors of PhyCor, Inc., a Tennessee corporation and the parent corporation currently owning all of the outstanding voting shares of PhyCor-St. Petersburg and SunCoast. In accordance with the provisions of Section 48-21-105 of the Tennessee Act, action by the sole shareholder of PhyCor-St. Petersburg on the Plan of Merger was not required. In accordance with the provisions of Section 607.1104 of the Florida Act, action by the sole shareholder of SunCoast on the Plan of Merger was not required.

3. With respect to PhyCor-St. Petersburg, the Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the Tennessee Act and by PhyCor-St. Petersburg's Charter.

4. The name of the surviving corporation shall be PhyCor of St. Petersburg, Inc.

5. The Plan of Merger shall be effective upon the filing of these Articles of Merger with the Department of State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 28 day of February, 1997.

PHYCOR OF ST. PETERSBURG, INC.

By: [Signature]

Title: VP
Steve Adams, Vice President

SUNCOAST MEDICAL CLINIC, INC.

By: [Signature]

Title: VP
Steve Adams, Vice President

PLAN OF MERGER

WHEREAS, PhyCor of St. Petersburg, Inc. ("PhyCor-St. Petersburg") is a corporation duly organized and validly existing under the laws of the State of Tennessee;

WHEREAS, SunCoast Medical Clinic, Inc. ("SunCoast"), is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, PhyCor-St. Petersburg and SunCoast are each wholly-owned subsidiaries of PhyCor, Inc., a Tennessee corporation ("PhyCor"); and

WHEREAS, the Board of Directors of PhyCor has determined that it is advisable that SunCoast merge with and into PhyCor-St. Petersburg upon the terms and conditions herein provided (the "Merger");

NOW, THEREFORE, PhyCor-St. Petersburg and SunCoast shall merge into a single corporation as follows:

FIRST: On the Effective Date (as hereinafter defined) of the Merger, SunCoast shall be merged with and into PhyCor-St. Petersburg on the terms and conditions hereinafter set forth as permitted by and in accordance with the provisions of the Tennessee Business Corporation Act, as amended (the "Tennessee Act"), and the provisions of the Florida 1989 Business Corporation Act, as amended (the "Florida Act"). Thereupon, the separate existence of SunCoast shall cease, and PhyCor-St. Petersburg, as the surviving

corporation, shall continue to exist under and be governed by the Tennessee Act.

SECOND: Provided that this Plan of Merger has not been terminated by either PhyCor-St. Petersburg or SunCoast, PhyCor-St. Petersburg will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed, acknowledged, and filed with the Secretary of State of the State of Tennessee pursuant to Section 48-21-107 of the Tennessee Act, and with the Department of State of Florida pursuant to Section 607.1105 of the Florida Act, and will cause a copy of the Articles of Merger, certified by the Secretary of State of the State of Tennessee, to be recorded in the Register's Office in the County of Davidson, Tennessee in accordance with the provisions of Section 48-11-303 of the Tennessee Act.

THIRD: The Merger shall become effective on February 28, 1997 (sometimes referred to as the "Effective Date").

FOURTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, all of the shares of Common Stock, \$5.00 par value per share, of SunCoast (the "SunCoast Shares") issued and outstanding as of the Effective Date, and all rights in respect thereof, shall be canceled. The shares of capital stock of PhyCor-St. Petersburg issued and outstanding immediately prior to consummation of the Merger shall constitute the only outstanding shares of capital stock of PhyCor-St. Petersburg following consummation of the Merger.

FIFTH: Upon and after the Effective Date, PhyCor-St. Petersburg shall continue in existence as the surviving corporation to the Merger, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of PhyCor-St. Petersburg and SunCoast, and all real property or other property of PhyCor-St. Petersburg or SunCoast shall be vested in and be the property of PhyCor-St. Petersburg without reversion or impairment; and all debts due to either PhyCor-St. Petersburg or SunCoast shall be vested in and be the property of PhyCor-St. Petersburg; and all debts, liabilities and duties of PhyCor-St. Petersburg or SunCoast shall thenceforth attach to PhyCor-St. Petersburg and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Charter of PhyCor-St. Petersburg as constituted on the Effective Date, but subject to change from time to time by the Board of Directors or the shareholders of PhyCor-St. Petersburg, shall govern the surviving corporation.

SEVENTH: The Bylaws of PhyCor-St. Petersburg in effect on the Effective Date, but subject to change from time to time by the Board of Directors or the shareholders of PhyCor-St. Petersburg, shall govern the surviving corporation.

EIGHTH: The shareholders of SunCoast who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote on the Merger and who dissent from the Merger pursuant to Section 607.1320 of the Florida Act, may be entitled,

if they comply with the provisions of Section 607.1320 of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.