

F97000002273



98 DEC 23 AM 8:37

ACCOUNT NO. : 072100000032

REFERENCE : 076275 5021646

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1998

ORDER TIME : 4:05 PM

ORDER NO. : 076275-005

CUSTOMER NO: 5021646

000002720110--2

CUSTOMER: Ms. Gina Clark
Phycor, Inc.
30 Burton Hills Blvd.
Ste. 400
Nashville, TN 37215

ARTICLES OF MERGER

NORTH AMERICAN MEDICAL
MANAGEMENT-FLORIDA, INC.

INTO

PHYCOR MANAGEMENT CORPORATION

FILED
98 DEC 23 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

Merger

12-23-98

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH AMERICAN MEDICAL MANAGEMENT-FLORIDA, INC., a Florida
corporation, P94000048477

into

PHYCOR MANAGEMENT CORPORATION - FLORIDA, INC., a Tennessee
corporation F97000002273

File date: December 23, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

CERTIFICATE AND ARTICLES OF MERGER
OF
NORTH AMERICAN MEDICAL MANAGEMENT - FLORIDA, INC.
(a Florida corporation)

INTO

PHYCOR MANAGEMENT CORPORATION - FLORIDA, INC.
(a Tennessee corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Tennessee Code Annotated Sections 61-2-211 and 48-21-107, and Florida Statutes Sections 607.1101, 607.1103 and 607.1105, NORTH AMERICAN MEDICAL MANAGEMENT - FLORIDA, INC., a Florida corporation ("NAMM-Florida"), and PHYCOR MANAGEMENT CORPORATION - FLORIDA, INC., a Tennessee corporation ("PMC-Florida"), hereby adopt the following Certificate and Articles of Merger:

1. The name, jurisdiction and date of formation or organization of each of the business entities which are parties to the merger are as follows:

- (a) North American Medical Management - Florida, Inc., organized under the laws of the State of Florida on June 29, 1994; and
- (b) PhyCor Management Corporation - Florida, Inc., organized under the laws of the State of Tennessee on April 9, 1997.

2. The name of the surviving entity is PhyCor Management Corporation - Florida, Inc. (the "Surviving Entity").

3. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

4. As to NAMM-Florida, shareholder approval is required. The Plan of Merger was approved on December 1, 1998 (i) by all action required by the governing documents of NAMM-Florida and the laws of the State of Florida and (ii) by the affirmative vote of the required percentage of all of the votes entitled to be cast by the shareholders of NAMM-Florida in accordance with the laws of the State of Florida.

5. As to PMC-Florida, the Plan of Merger was approved on December 1, 1998 by all action of the Board of Directors required by the governing documents of PMC-Florida and the laws of the State of Tennessee.

6. The Plan of Merger shall be effective upon December 22, 1998.

IN WITNESS WHEREOF, NAMM-Florida and PMC-Florida have caused this Certificate and Articles of Merger to be executed as of this 22 day of December, 1998.

NORTH AMERICAN MEDICAL
MANAGEMENT - FLORIDA, INC.

PHYCOR MANAGEMENT CORPORATION -
FLORIDA, INC.

By: Joseph C. Holt
Its: Chairman & Chief Executive Officer

By: Joseph C. Holt
Its: Chairman & Chief Executive Officer

Exhibit A

PLAN OF MERGER

WHEREAS, North American Medical Management - Florida, Inc. ("NAMM-Florida"), is a corporation duly organized and validly existing under the laws of the State of Florida;

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

WHEREAS, the Board of Directors of each of NAMM-Florida and PMC-Florida have determined that it is advisable that NAMM-Florida merge with and into PMC-Florida upon the terms and conditions provided herein (the "Merger") with PMC-Florida being the surviving entity, and the sole shareholder of NAMM-Florida has approved the Merger; and

WHEREAS, the parties intend for the merger to qualify as a tax free reorganization under Section 368(a)(i)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, PMC-Florida and NAMM-Florida hereby agree to merge into a single corporation as follows:

FIRST: Pursuant to this Plan of Merger, NAMM-Florida shall be merged with and into PMC-Florida and the separate existence of NAMM-Florida shall thereupon cease (the "Merger"). PMC-Florida shall be the surviving entity (the "Surviving Corporation") and shall retain its corporate identity and succeed to all of the rights, assets, liabilities and obligations of PMC-Florida and NAMM-Florida.

SECOND: The Merger shall become effective on December 22, 1998, such time being hereinafter referred to as the "Effective Time."

THIRD: (a) Corporation Securities of PMC-Florida. At the Effective Time, all of the shares of capital stock of PMC-Florida shall remain issued and outstanding and shall be the capital stock of the Surviving Corporation.

(b) Corporation Securities. At the Effective Time, each share of Common Stock, \$.01 par value per share, of NAMM-Florida, issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into a share of Common Stock, \$.01 par value per share of the Surviving Corporation.

FOURTH: The Charter of PMC-Florida in effect immediately prior to the Effective Time shall be the Charter of the Surviving Corporation, until duly amended in accordance with applicable law.

Dated: December 22, 1998