

F97000006776



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 880354 7116793

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

FILED
98 JUL -6 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 6, 1998

ORDER TIME : 2:40 PM

ORDER NO. : 880354-005

CUSTOMER NO: 7116793

CUSTOMER: John J. Agliano, Esq
Agliano Hodges & Whittemore,
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

merger

400002580944--9

ARTICLES OF MERGER

PRN ACQUISITION CO.

INTO

PHYSICIANS RESOURCE NETWORK,
INC.

RECORDED
98 JUL -6 PM 3:22
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Don
7/7/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRN ACQUISITION CO., a Florida corporation P98000049173

INTO

PHYSICIANS RESOURCE NETWORK, INC., a Georgia corporation,
F97000006776

File date: July 6, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

PHYSICIANS RESOURCE NETWORK, INC.,
a Georgia corporation

AND

PRN ACQUISITION CO.,
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. PRN Acquisition Co. ("Acquisition Co."), a Florida corporation, shall be merged with and into Physicians Resource Network, Inc. ("PRN"), a Georgia corporation, which shall be the surviving corporation.

2. The merger shall become effective on filing with the Department of State, pursuant to the terms of the Agreement and Plan of Merger, attached and made a part hereof by reference.

3. The Agreement and Plan of Merger was adopted on June 30, 1998, by the unanimous consent of the sole member of the Board of Directors and sole shareholder of PRN on June 30, 1998, and by unanimous consent of all of the members of the Board of Directors and sole shareholder of Acquisition Co.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of June 30, 1998.

PHYSICIANS RESOURCE NETWORK, INC.

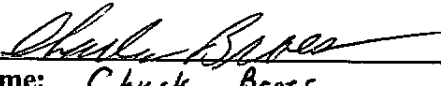
PRN ACQUISITION CO.



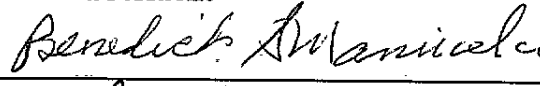
Larry Fisher
Vice President



Name: W. L. Meyer
Assistant Secretary



Name: Chuck Brooks
President



Name: Benedict S. Maniscalco
Secretary

AGREEMENT AND PLAN OF MERGER

BETWEEN

PHYSICIANS RESOURCE NETWORK, INC.,
a Georgia corporation

AND

PRN ACQUISITION CO.,
a Florida corporation

Agreement and Plan of Merger dated June 25, 1998, between Physicians Resource Network, Inc., a Georgia corporation ("PRN"), a wholly-owned subsidiary of HALIS, Inc., a Georgia corporation ("HALIS"), and PRN Acquisition Co., a Florida corporation ("Acquisition Co."), a wholly-owned subsidiary of American Enterprise Solutions, Inc., a Florida corporation ("AES").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act at the Effective Time (as defined below), Acquisition Co. shall be merged with and into PRN (the "Merger"), the separate and corporate existence of Acquisition Co. shall cease, and PRN (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Georgia under its present name. (PRN and Acquisition Co. are collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of the filing of the Articles of Merger with the Department of State (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of Acquisition Co. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall

be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the common stock of PRN shall be cancelled and retired and converted into the right to receive sufficient shares of the common stock of AES, equal to the Merger Consideration as defined pursuant to that certain Plan of Merger and Reorganization dated June 30, 1998, by and among AES, Acquisition Co., HALIS and PRN; and

(b) each issued and outstanding share of common stock of Acquisition Co. shall be converted into shares of common stock of the Surviving Corporation.

6. The Articles of Incorporation and Bylaws of PRN in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation and Bylaws of the Surviving Corporation.

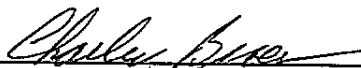
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.


PHYSICIANS RESOURCE NETWORK, INC.

By: 
Larry Fisher, Vice President

Attested By: 
Name: W. L. Mader
Assistant Secretary

PRN ACQUISITION CO.

By: 
Name: Chuck Bros
President

Attested By: 
Name: Benedict S. Maniscalco
Secretary