

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-1222 • (800) 342-8062 • Fax (850) 222-1222

F98000003015

FILED
00 FEB 25 PM 12:30
TALLAHASSEE, FLORIDA

Coordinated Care
Solutions, Inc

200003147142--6
-02/25/00--01030--009
*****78.75 *****78.75

EFFECTIVE DATE
2/29/00

- ☒ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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00 FEB 25 PM 12:30
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 25 AM 10:07
TALLAHASSEE, FLORIDA

Signature

Requested by: LS 2/25/00 9:30
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

COORDINATED PHYSICIANS SOLUTIONS, INC., a Fla corp. P95000002006

INTO

COORDINATED CARE SOLUTIONS, INC., a Delaware entity, F98000003015

File date: February 25, 2000, effective February 29, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
2/21/00

ARTICLES OF MERGER
(Profit corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Coordinated Care Solutions, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Coordinated Physicians Solutions, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on February 29, 2000.

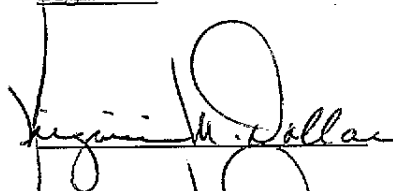
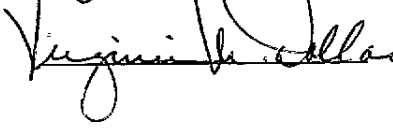
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 24, 2000, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the board of directors of the merging corporation on February 22, 2000, and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Coordinated Care Solutions, Inc. (Delaware)		Virginia M. Dollard, President
Coordinated Physician Solutions, Inc. (Florida)		Virginia M. Dollard, President

FILED
00 FEB 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Subsidiaries)

The following plan of merger is submitted in accordance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **parent** corporation owing at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
CCS Consolidated, Inc.	Delaware

Second: The name and jurisdiction of the **subsidiary** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Coordinated Physician Solutions, Inc.	Florida
Coordinated Care Solutions, Inc.	Delaware

Third: The terms and conditions of the merger are as follows:

On February 29, 2000 (the "Effective Date"), Coordinated Physician Solutions, Inc. (the "**Merging Corporation**") shall be merged into the Coordinated Care Solutions, Inc. (the "**Surviving Corporation**") in accordance with the laws of Florida and Delaware, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall conduct the business thereof. The Surviving Corporation shall continue its corporate existence under the laws of Delaware under the name "Coordinated Care Solutions, Inc." (such merger being hereinafter referred to as the "**Merger**"), the Articles of Incorporation and Bylaws of the Surviving Corporation shall be unchanged, the Surviving Corporation shall possess all the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, and be subject to the restrictions, disabilities and duties of each of the constituent corporations. All property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations, shall be vested in the Surviving Corporation. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation to the same extent as they were of the constituent corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the Merger; provided that all rights of creditors and all liens upon any property affected by such liens immediately prior to the time of the Merger, and all debts, liabilities and duties of the constituent corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the Surviving Corporation the title to any property of either constituent corporation, the officers of any one of them and the directors of such constituent corporation last in office shall, at the request of the Surviving Corporation, or their respective successors and assigns, execute or deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Corporation or to otherwise carry-out the purposes of the Merger. The parent corporation shall have the same power and authority to act in respect to any debts, liabilities and duties of the constituent corporations as the constituent corporations would have had, had they continued in existence.

Fourth: The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the parent corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each share of the Merging Corporation's Common Stock shall, by virtue of the Merger and by operation of law, be cancelled.

There are no other securities or rights to acquire securities of the Merging Corporation that are issued and outstanding.

Other Provisions relating to the merger are as follows:

None