

# F98000007130



ACCOUNT NO. : 072100000032

REFERENCE : 530770 4814233

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$78.75

FILED  
99 DEC 30 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 1999

ORDER TIME : 4:09 PM

400003085364--8

ORDER NO. : 530770-005

CUSTOMER NO: 4814233

CUSTOMER: Ms. Donna Kendrick  
Morris Manning & Martin  
1600 Atlanta Financial Center  
3343 Peachtree St, Northeast  
Atlanta, GA 30326

ARTICLES OF MERGER

CDL HEALTHCARE SYSTEMS, INC.

INTO

INFOCURE SYSTEMS, INC.

RECEIVED  
99 DEC 30 PM 4:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

L. LEWIS JAN 4 2000

*merger*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CDL HEALTHCARE SYSTEMS, INC., a Florida corporation, F16424.

INTO

**INFOCURE SYSTEMS, INC.**, a Georgia entity, F98000007130

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER  
OF  
CDL HEALTHCARE SYSTEMS, INC., A FLORIDA CORPORATION  
INTO  
INFOCURE SYSTEMS, INC., A GEORGIA CORPORATION**

**FILED**  
99 DEC 30 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, **CDL HEALTHCARE SYSTEMS, INC.**, a Florida corporation ("CDL"), **INFOCURE SYSTEMS, INC.**, a Georgia corporation ("ISI") and a subsidiary of InfoCure Corporation, a Delaware corporation ("InfoCure"), and **INFOCURE** adopt the following Articles of Merger for the purpose of merging CDL with and into ISI (the "Merger"):

**EFFECTIVE DATE**  
12-31-99

- FIRST:** The Agreement and Plan of Merger is attached hereto as Exhibit "A."
- SECOND:** The Agreement and Plan of Merger was adopted by the directors and shareholders of ISI on December 15, 1999 and by the directors and a majority of the shareholders of CDL by written consent, dated December 28, 1999, in accordance with the provisions of Sections 607.0821, 607.0704 and 607.1103 of the Florida Business Corporation Act.
- THIRD:** The Merger shall be effective as of December 31, 1999 and the Merger is permitted by the laws of the jurisdiction of organization of ISI.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 30<sup>th</sup> day of December, 1999.

**CDL HEALTHCARE SYSTEMS, INC.**

By: Gary Weiner Pres  
Gary Weiner, President

**INFOCURE SYSTEMS, INC.**

By: \_\_\_\_\_  
Richard Perlman, CFO & Treasurer

**INFOCURE CORPORATION**

By: \_\_\_\_\_  
Richard Perlman  
Title:

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 30<sup>th</sup> day of December, 1999.

**CDL HEALTHCARE SYSTEMS, INC.**

By: \_\_\_\_\_  
Gary Weiner, President

**INFOCURE SYSTEMS, INC.**

By: \_\_\_\_\_  
Richard Perlman, CFO & Treasurer

**INFOCURE CORPORATION**

By: \_\_\_\_\_  
Richard Perlman  
Title: Chairman

**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, effective as of December 31st, 1999, between **CDL HEALTHCARE SYSTEMS, INC.**, a Florida corporation ("CDL"), and **INFOCURE SYSTEMS, INC.**, a Georgia corporation ("ISI" or the "Surviving Corporation") and a subsidiary of InfoCure Corporation, a Delaware corporation ("InfoCure"), and **INFOCURE**.

**WITNESSETH**

**WHEREAS**, CDL is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of CDL consists of 150,000,000 shares of common stock, par value \$.001 per share (the "CDL Common Stock").

**WHEREAS**, InfoCure and ISI are corporations duly organized and existing under the laws of the State of Delaware and Georgia, respectively, and, as of the date hereof, the authorized capital stock of InfoCure consists of 200,000,000 shares of common stock, par value \$.001 (the "InfoCure Common Stock"), and 200,000,000 shares of preferred common stock, par value \$.001 per share.

**WHEREAS**, CDL, ISI and InfoCure desire to effect the statutory merger of CDL with and into ISI with ISI to survive such merger.

**NOW THEREFORE**, in consideration of the premises and mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. **Constituent Corporations.** CDL, ISI and Infocure are parties to the merger (the "Merger") of CDL with and into ISI.
2. **Terms and Conditions of Merger.** CDL shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into ISI, which shall continue to exist pursuant to the laws of the State of Georgia. Upon the Effective Date of the Merger (as defined in paragraph 7), the existence of CDL shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of CDL.
3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, each share of CDL Common Stock which is issued and outstanding immediately prior to the Effective Date shall be converted into and be exchangeable for .0025628 share(s) of InfoCure Common Stock without any action on the part of the holder thereof and shall thereafter constitute the only issued and outstanding shares of capital stock of the Surviving Corporation. Upon the Effective Date, the capital stock of CDL presently issued and outstanding shall be retired.
4. **Articles of Incorporation.** The Articles of Incorporation of ISI as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full

force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Georgia.

5. **Bylaws.** The Bylaws of ISI as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Georgia.

6. **Directors and Officers.** The directors and officers of ISI in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on December 31, 1999 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of CDL and ISI are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the FBCA.

[Signatures follow on next page]

**IN WITNESS WHEREOF**, CDL and ISI have caused this Agreement and Plan of Merger to be executed in their respective corporate names by their respective officers on the day, month and year first written above.

**CDL HEALTHCARE SYSTEMS, INC.**

  
\_\_\_\_\_  
Gary Weiner, President

**INFOCURE SYSTEMS, INC.**

\_\_\_\_\_  
Richard Perlman, CFO & Treasurer

**INFOCURE CORPORATION**

\_\_\_\_\_  
Richard Perlman  
Title:



IN WITNESS WHEREOF, CDL and ISI have caused this Agreement and Plan of Merger to be executed in their respective corporate names by their respective officers on the day, month and year first written above.

**CDL HEALTHCARE SYSTEMS, INC.**

\_\_\_\_\_  
Gary Weiner, President

**INFOCURE SYSTEMS, INC.**

  
\_\_\_\_\_  
Richard Perlman, CFO & Treasurer

**INFOCURE CORPORATION**

  
\_\_\_\_\_  
Richard Perlman  
Title: *Chairman*