

# F98000007130



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 620126 4814233

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizit*

ORDER DATE : March 10, 2000

ORDER TIME : 1:17 PM

ORDER NO. : 620126-005

CUSTOMER NO: 4814233

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

FILED  
00 MAR 10 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

*Merger*

CTA MEDICAL SYSTEMS, INC.

INTO

500003165935--7

INFOCURE SYSTEMS, INC.

RECEIVED  
00 MAR 10 PM 2:21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*AOR*

*\*02250 00544, 00672*

*3/16/00*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CTA MEDICAL SYSTEMS, INC., a Florida corporation K33372

INTO

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

File date: March 10, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 13, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: INFOCURE SYSTEMS, INC.  
Ref. Number: F98000007130

We have received your document for INFOCURE SYSTEMS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 800A00013770

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 16 PM 12:08

RECEIVED

**RECEIVED**  
Please give original  
submission date as file d.

**ARTICLES OF MERGER  
OF  
CTA MEDICAL SYSTEMS, INC., A FLORIDA CORPORATION  
INTO  
INFOCURE SYSTEMS, INC., A GEORGIA CORPORATION**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, **CTA Medical Systems, Inc.**, a Florida corporation ("CTA") and **InfoCure Systems, Inc.**, a Georgia corporation ("ISI"), adopt the following Articles of Merger for the purpose of merging CTA with and into ISI (the "Merger"):

- 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 February 29, 2000 and by the directors and the shareholders of CTA by written consent dated February 29, 2000, 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 March 10, 2000 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 10<sup>th</sup> day of March, 2000.

**CTA:**

CTA Medical Systems, Inc.

By: \_\_\_\_\_

Its: Chairman, Treasurer and CEO  
Richard E. Perlman

**ISI:**

InfoCure Systems, Inc.

By: \_\_\_\_\_

Its: Chairman, Treasurer and CEO  
Richard E. Perlman

## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, effective as of March \_\_, 2000, between **CTA Medical Systems, Inc.**, a Florida corporation ("CTA"), and **InfoCure Systems, Inc.**, a Georgia corporation ("ISI" or the "Surviving Corporation").

#### **WITNESSETH:**

WHEREAS, CTA 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 CTA consists of One Thousand (1,000) shares of common stock, \$1.00 per share (the "CTA Common Stock");

WHEREAS, ISI is a corporation duly organized and existing under the laws of the State of Georgia and, as of the date hereof, the authorized capital stock of ISI consists of One Million (1,000,000) shares of common stock, \$.01 per share (the "ISI Common Stock"); and

WHEREAS, CTA and ISI desire to effect the statutory merger of CTA with and into ISI with ISI to survive such a merger.

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

1. Constituent Corporation. CTA and ISI are parties to the merger (the "Merger") of CTA with and into ISI.

2. Terms and Conditions of Merger. CTA 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 CTA shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of CTA.

3. Capital Stock; Conversion of Shares. Upon the Effective Date, each share of CTA Common Stock which is issued and outstanding immediately prior to the Effective Date shall be converted into and be exchangeable for one (1) share of ISI 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 CTA 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 March 10, 2000 (the "Effective Date").

8. Amendment of Plan of Merger. The Board of Directors of each of CTA 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.

IN WITNESS WHEREOF, CTA 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.

CTA:

CTA Medical Systems, Inc.

By: 

Its: Chairman, Treasurer and CFO

Richard E. Perlman

ISI:

InfoCure Systems, Inc.

By: 

Its: Chairman, Treasurer and CFO

Richard E. Perlman