F98000007130

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 620126 4814233

AUTHORIZATION : Patricia Pizzito

COST LIMIT : $ 78.75

ORDER DATE : March 10, 2000

ORDER TIME : 1:18 PM

ORDER NO. : 620126-010

CUSTOMER NO: 4814233

Merger

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

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

FILED 00 MAR 10 PM 4:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

NETWORK HEALTH SERVICES, INC.

INTO

INFOCURE SYSTEMS, INC. 600003165936--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: ADR 3/10/00

#02250, 00544, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

NETWORK HEALTH SERVICES, INC., a Florida corporation P93000001027

,

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: 500A00013773

RECEIVED
00 MAR 16 PM 12: 08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF MERGER
OF
NETWORK HEALTH SERVICES, INC., A FLORIDA CORPORATION
INTO
<u>INFOCURE SYSTEMS, INC., A GEORGIA CORPORATION</u>

00 MAR 10 PM 4:00 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

FIRST: The Agreement and Plan of Merger is attached hereto as **<u>Exhibit A</u>**.

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 NHS 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 day of March, 2000.

NHS:

Network Health Services, Inc.

By: ____________________

Its: Chairman, CFO and Treasurer

Robert E. Perlman

ISI:

InfoCure Systems, Inc.

By: ____________________

Its: Chairman

Robert E. Perlman

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS **AGREEMENT AND PLAN OF MERGER**, effective as of March 10, 2000, between **Network Health Services, Inc.**, a Florida corporation ("NHS") and **InfoCure Systems, Inc.**, a Georgia corporation ("ISI" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, NHS 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 NHS consists of One Thousand (1,000) shares of common stock, $.10 per share (the "NHS 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, NHS and ISI desire to effect the statutory merger of NHS 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. NHS and ISI are parties to the merger (the "Merger") of NHS with and into ISI.

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

3. Capital Stock; Conversion of Shares. Upon the Effective Date, each share of NHS 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 NHS 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 NHS 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, NHS 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.

NHS:

Network Health Services, Inc.

By:________________________
Its: Chairman, CFO and Treasurer
Robert E. Perlman

ISI:

InfoCure Systems, Inc.

By:________________________
Its: Chairman
Robert E. Perlman