

G16160

ARTICLES OF MERGER
Merger Sheet

MERGING:

METCARE II, INC., a Florida corporation, P96000078634

INTO

PAUL WAND, INC. which changed its name to

METCARE II, INC., a Florida corporation, G16160

File date: March 13, 1997

Corporate Specialist: Linda Stitt

G16160

3/13/97

FLORIDA DIVISION OF CORPORATIONS
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AUDIT NUMBER.....H97000004310

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Paul Wand, Inc.
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H97000004310

**ARTICLES OF MERGER
OF
METCARE II, INC.
a Florida corporation**

into

PAUL WAND, INC.

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** METCARE II, INC. ("Metcare") a Florida corporation shall be merged with and into PAUL WAND, INC. a Florida corporation, ("PWMD"), (Metcare and PWMD collectively referred to herein as the "Constituent Corporations") (the "Merger"), and PWMD shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date shall be hereby amended so as to change the name of the Surviving Corporation to "Metcare II, Inc." All other provisions of said Articles of Incorporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, PWMD shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Metcare, shall be terminated and cease.

Prepared By:

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4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Metcare issued and outstanding immediately prior thereto shall be changed and converted into the right to receive one (1) share of Common Stock of Surviving Corporation and (ii) all of the shares of PWMD shall be converted into the right to receive the consideration set forth in Section 3 of the Merger Agreement between Metropolitan Health Networks, Inc., a Florida corporation ("MHN"), Metcare, PWMD and Paul Wand.

SECOND: The effective date of the merger is March 10, 1997.

THIRD: The plan of merger was adopted by the shareholders of Metcare, on the 10 day of March, 1997, and was adopted by the shareholder of PWMD, on the 10 day of March, 1997.

6. **Directors.** The Directors of the Surviving Corporation shall be Donald Cohen and Noel Guillama.

Signed this 10th day of March, 1997.

METCARE II, INC.
a Florida corporation

By: 

PAUL WAND, INC.
a Florida corporation

By: 

Its: President