



COASTAL
PHYSICIAN
GROUP, INC.

Its Subsidiaries and Affiliates

The Physician Company®

2828 Croasdaile Drive
Post Office Box 15309
Durham, NC 27704

919-383-0355
800-476-4587
Fax 919-309-2921

VIA UPS OVERNIGHT LETTER

October 6, 1997

Florida Secretary of State
Corporate Filing Division
409 E. Gaines Street
Tallahassee, FL 32399

700002314027--3
-10/07/97--01056--001
****122.50 ****122.50

Re: Merger Filings

Dear Mr. Secretary:

We are enclosing an original and one copy of the Articles of Merger of:

1. Coastal Emergency Services of Broward County, Inc. into Coastal Physician Services of South Florida, Inc.;
2. Epsilon Clinics, Inc. into Coastal Physician Group of Florida, Inc.; and
3. Lake County Emergency Physicians, Inc. into Coastal Emergency Services of Orlando, Inc.

All have the Effective Date of October 31, 1997. Also enclosed are three (3) of our company's checks, each in the amount of \$122.50, in payment of the filing fees *and one certified copy of each merger filing*. Please return the certified copies to me at the following address:

Coastal Physician Group, Inc.
2828 Croasdaile Drive
Durham, NC 27705

Do not hesitate to contact me if you have any questions regarding the enclosed. Thank you for your prompt attention to this matter.

Yours very truly,
COASTAL PHYSICIAN GROUP, INC.

Joann W. Anderson
Paralegal

Enclosures

97 OCT 21 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

K03603
6ps
Munster copy
* Oct 21-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

COASTAL PHYSICIAN GROUP, INC.
% JOANN ANDERSON
2828 CROASDAILE DRIVE
DURHAM, NC 27705

SUBJECT: COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC.
Ref. Number: K03603

We have received your document for COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00050010

ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTAL EMERGENCY SERVICES OF BROWARD COUNTY, INC., a Florida
corporation, document #H63143

INTO

COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC., a Florida
corporation, K03603

File date: October 21, 1997

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER
OF
COASTAL EMERGENCY SERVICES OF BROWARD COUNTY, INC.

INTO

COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC.**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Coastal Physician Services of South Florida, Inc., is a corporation organized under the laws of the State of Florida owning at least 80 percent of the shares of Coastal Emergency Services of Broward County, Inc., a Florida corporation.

SECOND; The following Plan of Merger was adopted by the Board of Directors and Shareholders of Coastal Physician Services of South Florida, Inc. and the Merging Corporation as prescribed by law: on September 30, 1997

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER

COASTAL EMERGENCY SERVICES OF BROWARD COUNTY, INC., a Florida corporation (the "Merging Corporation") and COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation is COASTAL PHYSICIAN SERVICES OF SOUTH FLORIDA, INC.

C. MERGER

Pursuant to the terms and conditions of this Plan, the Merging Corporation, which is a wholly-owned subsidiary of the Surviving Corporation, will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 21 PM 1:20

APPROVED
AND
FILED

effective (the "Effective Date") of this merger is October 31, 1997, or if later, upon filing with the Secretary of State, or such other effective date as may be established by concurrent resolution of the Board of Directors of the Merging Corporation.

D. CONVERSION AND EXCHANGE OF SHARES

Pursuant to the terms and conditions of this Plan, the shares of the merging corporations will be treated as follows.

1. *Surviving Corporation.* The outstanding shares of the Surviving Corporation will not be converted or exchanged in any way and will remain outstanding as shares of the Surviving Corporation.
2. *Merging Corporations.* All shares of the Merging Corporation, all of which are wholly-owned by the Surviving Corporation, will be canceled.
3. *Surrender of Certificates of Merging Corporations.* Each holder of a certificate representing shares of a Merging Corporation will surrender such certificate to that Merging Corporation on or before the Effective Date, and each Merging Corporation will thereupon deliver such certificates to the Surviving Corporation.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporation, and at any time prior to the Merger becoming effective, the directors of the Surviving Corporation may, in their discretion, abandon the merger.

F. BYLAWS

The Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until changed or amended in accordance with the provisions applicable by law.

G. OFFICERS AND DIRECTORS

Upon the effective date of the Merger, the directors and officers of the Surviving Corporation shall remain unchanged and shall be the

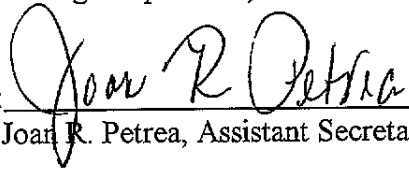
directors and officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

THIRD: The effective date of the merger is October 31, 1997.

Signed this 30th day of September, 1997.

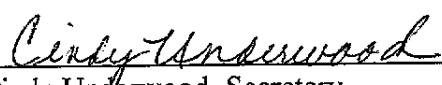
COASTAL PHYSICIAN SERVICES OF SOUTH
FLORIDA, INC.
(Surviving Corporation)

By: _____


Joan R. Petrea, Assistant Secretary

COASTAL EMERGENCY SERVICES
OF BROWARD COUNTY, INC.
(Merging Corporation)

By: _____


Cindy Underwood, Secretary