



K190226

ACCOUNT NO. : 072100000032

REFERENCE : 209450 7132640

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 1999

ORDER TIME : 10:39 AM

200002843712--5

ORDER NO. : 209450-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

*merger &
change*

ARTICLES OF MERGER

OCCUPATIONAL HEALTH PARTNERS,
INC.

INTO

FLORIDA QUALITY CARE, INC.

FILED
99 APR 19 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

x02250, 00524, 00615, 00672

DR
4/20/99

99 APR 19 PM 12:11
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

OCCUPATIONAL HEALTH PARTNERS, INC., a Florida corporation
P98000001152

,

INTO

FLORIDA QUALITY CARE, INC. which changed its name to

OCCUPATIONAL HEALTH PARTNERS, INC., a Florida corporation, K19026

File date: April 19, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 1999

CSC
CHRISTINE LILLICH
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FLORIDA QUALITY CARE, INC.
Ref. Number: K19026

RESUBMIT
Please give original
submission date as file date.

We have received your document for FLORIDA QUALITY CARE, 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:

Please fill in the date of adoption for Florida Quality Care, Inc. (see page 2-Article V). Please attach the amended and restated articles as referred to on page 2-paragraph 1.2 of the plan of merger.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

Annette Ramsey
Corporate Specialist

Letter Number: 799A00020372

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 20 PM 3:14

RECEIVED

ARTICLES OF MERGER

OCCUPATIONAL HEALTH PARTNERS, INC.
(a Florida corporation)

WITH AND INTO

FLORIDA QUALITY CARE, INC.
(a Florida corporation)

In compliance with the requirements of Florida law, including, without limitation, Florida Statutes, §§ 607.1101 and 607.1105, the undersigned corporations, desiring to effect a merger, hereby certify as follows:

Article I **Merging Corporations**

Occupational Health Partners, Inc., is hereby merged with and into **Florida Quality Care, Inc.**, such that **Florida Quality Care, Inc.**, shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall immediately change its name to **Occupational Health Partners, Inc.**

Article II **Surviving Corporation's Name Change**

The name of the Surviving Corporation is **Florida Quality Care, Inc.**, which shall change its name to and hereafter be known as **Occupational Health Partners, Inc.**

Article III **Surviving Corporation's Registered Office** **and Registered Agent**

The Surviving Corporation is a Florida corporation and the address of its current registered office in the State of Florida is 202 East Walnut Street, Lakeland, Florida 33801. Upon filing of these Articles of Merger, the registered office of the Surviving Corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602 and the name of its registered agent shall be Buchanan Ingersoll Professional Corporation.

Article IV **Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A and incorporated herein in its entirety by reference (the "Plan of Merger").

Article V
Approval of Merging Corporations'
Boards of Directors and Shareholders

The Plan of Merger was adopted and approved in accordance with Florida Statutes §§ 607.0704, 607.1103 and 607.1108 by the Board of Directors and Shareholders of Florida Quality Care, Inc. on April 12, 1999 and by the Board of Directors and Shareholders of Occupational Health Partners, Inc. on April 15, 1999. All of the votes cast by the directors and the shareholders of Florida Quality Care, Inc. and Occupational Health Partners, Inc. were in favor of the Plan of Merger, which is sufficient for the formal approval of the Plan of Merger.

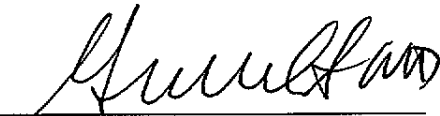
Article VI
Effective Date and Time

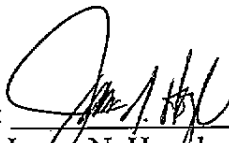
These Articles of Merger shall be effective upon the later of the filing hereof by the Florida Department of State or 11:59 p.m. on April 16, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 16th day of April, 1999.

FLORIDA QUALITY CARE, INC.

OCCUPATIONAL HEALTH PARTNERS, INC.

By: 
Gregory R. White, M.D., President

By: 
James N. Hough, President

**PLAN OF MERGER
OF
FLORIDA QUALITY CARE, INC.
AND
OCCUPATIONAL HEALTH PARTNERS, INC.**

This Plan of Merger (the "Plan of Merger"), dated as of the 16th day of April, 1999, is entered into by and between Florida Quality Care, Inc., a Florida corporation ("FQC") and Occupational Health Partners, Inc., a Florida corporation ("OHP"), with respect to the merger of OHP with and into FQC.

WITNESSETH:

WHEREAS, FQC was incorporated in the State of Florida on March 24, 1988, and is subject to the provisions of the Florida Business Corporation Act, as amended; and

WHEREAS, OHP was incorporated on December 31, 1997, and is subject to the provisions of the Florida Business Corporation Act, and

WHEREAS, FQC and OHP deem it advisable and in their respective best interests to merge OHP with and into FQC (the "Merger"), pursuant to the applicable provisions of Florida law.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by FQC and OHP, this Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I

Merger of OHP with and into FQC

1.1 Merger. Subject to the provisions of this Plan of Merger, on the Effective Time (as hereinafter defined) of the Merger, OHP shall be merged with and into FQC, and FQC shall be the surviving corporation (the "Surviving Corporation") and shall continue to exist under the new name of Occupational Health Partners, Inc. as a Florida corporation under the applicable provisions of Florida law. The separate corporate existence of OHP (hereinafter, the "Merging Corporation") shall cease at the Effective Time of the Merger in accordance with the provisions of Florida law. At the Effective Time of the Merger, the title to all property other than real property or any interest therein, owned by Merging Corporation shall immediately and automatically, by operation of law, become the property of the Surviving Corporation, without reversion or impairment, and all debts, liabilities and obligations of Merging Corporation shall become those of the Surviving Corporation

and shall not be released or impaired by the Merger. The title to real property or any interest therein of the Merging Corporation shall be conveyed by the recordation of a deed with payment of applicable taxes thereon. The Surviving Corporation shall succeed in all respects to all of the rights and obligations of Merging Corporation. All rights of creditors and other obligees, and all liens on property of Merging Corporation shall be preserved unimpaired.

1.2 Articles of Incorporation and Bylaws. The Articles of Incorporation, as amended and restated and attached hereto, and Bylaws of the Surviving Corporation upon the Effective Time of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation, and such Articles of Incorporation and Bylaws shall continue in full force and effect until further amended in compliance with law.

1.3 New Name of the Surviving Corporation. At the Effective Time of the Merger and pursuant to this Plan of Merger, the corporate name of the Surviving Corporation shall be changed to "Occupational Health Partners, Inc."

1.4 Continuation of Business. From and after the Effective Time of the Merger, the business of the Merging Corporation shall be conducted by the Surviving Corporation. The principal office of Merging Corporation immediately prior to the Effective Time of the Merger shall be the principal office of the Surviving Corporation from and after that date.

1.5 Taking of Necessary Action. Prior to the Effective Time of the Merger, Merging Corporation and Surviving Corporation, respectively, shall take all such actions as may be necessary, appropriate or desirable to effect the Merger, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by the laws of the State of Florida. If at any time or times after the Effective Time of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of Merging Corporation, the officers and directors of the Surviving Corporation shall take all such necessary action.

1.6 Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Time of the Merger shall be as follows:

James N. Hough	Director/President
Joseph Faulk	Director/VicePresident
Gregory White, M.D.	Director/Vice President
David Hood	Director/Secretary-Treasurer
Robert J. Adams	Director

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.

1.7 Authorization. Any officer of the Merging Corporation and any officer of the Surviving Corporation are hereby authorized to execute Articles of Merger upon behalf of said

corporations, respectively, in conformity with the provisions of Florida law; and the officers of Merging Corporation and the officers of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger herein provided for.

ARTICLE II

Manner of Converting Stock

2.1 FCQ. FCQ has 100 shares of issued and outstanding common stock, which are held as follows:

58.5 Shares	Gregory R. White, M.D.
19.5 Shares	Robert J. Adams
17.0 Shares	Michael Cogdill
5.0 Shares	Connie Wilkinson

2.2 OHP. OHP has 97,000 shares of issued and outstanding common stock, which are held as follows:

64,779 Shares	James N. Hough
28,341 Shares	Joseph Faulk
3,880 Shares	David S. Hood

2.3 Shares of Surviving Corporation Stock. As of the Effective Time, all of such shares of common stock of FCQ and OHP shall be canceled and upon the tender of the share certificates of such shares, each shareholder shall be issued a stock certificate representing his or her ownership interest in the Surviving Corporation as follows:

64,779 Shares	James N. Hough
28,341 Shares	Joseph Faulk
3,880 Shares	David S. Hood
2,739 Shares	Gregory R. White, M.D.
1,698 Shares	Robert J. Adams
3,030 Shares	Michael Cogdill

181 Shares

Connie Wilkinson

2.4 Dissenters' Rights. Any shareholder of Merging Corporation has the right to dissent from this Plan of Merger and obtain payment of the fair value of his or her shares upon consummation of the Merger pursuant to procedures set forth in Florida Statutes, specifically including, without limitation, Florida Statutes §§ 607.1301, 607.1302 and 607.1320.

ARTICLE III

Effective Time of the Merger

The parties hereto shall execute and file the appropriate Articles of Merger and such other or further documents as may be necessary or desirable in connection therewith, with the Secretary of the State of Florida in accordance with applicable laws. The Merger shall be effective upon the later of filing of the Articles of Merger by the Florida Department of State or 11:59 p.m. on April 16, 1999 (the Effective Time ").

ARTICLE IV

Miscellaneous

4.1 Applicable Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

4.2 Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original, but all of which counterparts together shall constitute the same instrument.

4.3 Consent to Service of Process. The Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have caused this Plan of Merger to be executed by their respective duly authorized officers as of the day and year first above written.

FLORIDA QUALITY CARE, INC.

By: 

Gregory R. White, M.D., President

**OCCUPATIONAL HEALTH PARTNERS,
INC.**

By: 

James N. Hough, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**OCCUPATIONAL HEALTH PARTNERS, INC.
f/k/a Florida Quality Care, Inc.**

The undersigned officer hereby submits these Amended and Restated Articles of Incorporation for Occupational Health Partners, Inc., a corporation under Chapter 607 of the laws of the State of Florida. The undersigned certifies that the Amended and Restated Articles of Incorporation contains amendments that required shareholder approval and shareholder approval was obtained on April 16, 1999. The number of votes cast in favor of the amendments by the shareholders was sufficient for approval.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be: Occupational Health Partners, Inc.

The address of the principal office of this corporation shall be 3065 Shoal Creek Village Drive, Lakeland, Polk County, Florida 33803, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having \$0.01 par value per share. All previously issued shares of the corporation's stock have been canceled pursuant to a Plan of Merger approved by the corporation's directors and shareholders.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Buchanan Ingersoll Professional Corporation

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than three (3), the exact number to be determined from time to time in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of April, 1999.

OCCUPATIONAL HEALTH PARTNERS, INC.
f/k/a FLORIDA QUALITY CARE, INC.

By: 

James N. Hough, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

Buchanan Ingersoll Professional Corporation, a Pennsylvania corporation authorized to transact business in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: 

Linda L. Fleming, Authorized Agent