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CORPORATION(S) NAME

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Physicians Resource Network, Inc

merging into

PRN Requisition Co.

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Melanie

merger
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**ARTICLES OF MERGER
Merger Sheet**

MERGING:

PHYSICIANS RESOURCE NETWORK, INC., a FL corp., #K33918

INTO

PRN ACQUISITION CO., a Georgia corporation not qualified in Florida

File date: July 9, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

**PHYSICIANS RESOURCE NETWORK, INC.,
a Florida corporation**

AND

**PRN ACQUISITION CO.,
a Georgia corporation**

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Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Physicians Resource Network, Inc. (Physicians), a Florida corporation, shall be merged with and into PRN Acquisition Co. (PRN), a Georgia corporation, which shall be the surviving corporation.

2. The merger shall become effective on filing with the Department of State, pursuant to the terms of the Agreement and Plan of Merger, attached and made a part hereof by reference.

3. The Plan of Merger was adopted on July 7, 1997, by the unanimous consent of all the board of directors and shareholders of Physicians and on July 7, 1997, by the unanimous consent of all the board of directors of PRN as shareholder consent of PRN was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of July 7, 1997.

PHYSICIANS RESOURCE NETWORK, INC.:

Anthony F. Maniscalco
ANTHONY F. MANISCALCO, President

Anthony F. Maniscalco
ANTHONY F. MANISCALCO, Secretary

PRN ACQUISITION CO.:

Larry Fisher
LARRY FISHER, President

Larry Fisher
Larry Fisher, Secretary

AGREEMENT AND PLAN OF MERGER

BETWEEN

**PHYSICIANS RESOURCE NETWORK, INC.,
a Florida corporation**

AND

**PRN ACQUISITION CO.,
a Georgia corporation**

Agreement and Plan of Merger dated July 7, 1997, between Physicians Resource Network, Inc., a Florida corporation ("Physicians"), and PRN Acquisition Co., a Georgia corporation ("PRN") a wholly owned subsidiary of Halis, Inc. ("Halis").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act at the Effective Time (as defined below), Physicians shall be merged with and into PRN (the "Merger"), the separate and corporate existence of Physicians shall cease, and PRN (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Georgia under its present name. (Physicians and PRN are collectively referred to as the "Constituent Corporations".)

2. The Merger shall become effective as of the filing of the Articles of Merger with the Department of State (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of Physicians. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the common stock of Physicians shall be cancelled and retired and converted into the right to receive sufficient shares of the common stock of Halis, equal to the Merger Consideration as defined pursuant to that certain Plan of Merger and Reorganization dated July 7, 1997, by and between Halis, PRN and Physicians.

(b) each issued and outstanding share of common stock of PRN shall remain issued and outstanding.

6. The Articles of Incorporation and Bylaws of PRN in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation and Bylaws of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

PHYSICIANS RESOURCE NETWORK, INC.

By: Anthony F. Maniscalco
ANTHONY F. MANISCALCO, President

Attested By: Anthony F. Maniscalco
ANTHONY F. MANISCALCO, Secretary

PRN ACQUISITION CO.

By: Larry Fisher
LARRY FISHER, President

Attested By: Larry Fisher
LARRY FISHER, Secretary