

L00000/1542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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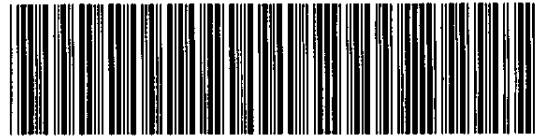
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
12-31-12

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12-31-12



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 476530 6471A

AUTHORIZATION :

COST LIMIT : \$ 50

ORDER DATE : December 28, 2012

ORDER TIME : 9:55 AM

ORDER NO. : 476530-005

CUSTOMER NO: 6471A

ARTICLES OF MERGER

HEALTHNET ACQUISITION, LLC

INTO

PHYSICIAN ASSOCIATES LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER

EFFECTIVE DATE

12-31-12

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

HEALTHNET ACQUISITION, LLC

a Florida limited liability company
Document Number L12000141143

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

PHYSICIAN ASSOCIATES LLC

a Florida limited liability company
Document Number L00000011542

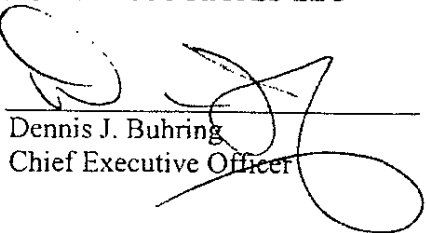
THIRD: The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608, Florida Statutes.

FOURTH: There are no other business entities that are parties to the merger whose approval is required in accordance with the applicable laws of any other state, country or jurisdiction under which such other business entities are formed, organized or incorporated.

FIFTH: The effective date and effective time of the merger is December 31, 2012 at 11:59 p.m.

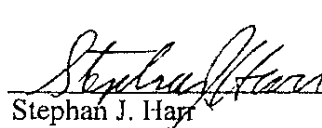
PHYSICIAN ASSOCIATES LLC

By:


Dennis J. Buhring
Chief Executive Officer

HEALTHNET ACQUISITION, LLC

By:


Stephan J. Hart
Manager

FILED
12 DEC 28 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(attachment to Certificate of Merger)

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

HEALTHNET ACQUISITION, LLC a Florida limited liability company
"Merger Sub"

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

PHYSICIAN ASSOCIATES LLC a Florida limited liability company
"PAL"

THIRD: The terms and conditions of the merger (the "Merger") are as follows:

Effect of the Merger.

At the Effective Time, which is December 31, 2012 at 11:59 p.m.:

1. Merger Sub merges into PAL and the separate existence of Merger Sub ceases.
2. All the property, rights, privileges, powers and franchises of Merger Sub shall vest in PAL, and all debts, liabilities and duties of Merger Sub shall become the debts, liabilities and duties of PAL, all as provided under the applicable Laws of the State of Florida.

Articles of Organization; Operating Agreement.

At the Effective Time, the Articles of Organization of PAL, as in effect immediately prior to the Effective Time, shall be amended to read in their entirety as set forth in Exhibit A attached hereto and, as so amended, shall be the Articles of Organization of PAL until thereafter amended in accordance with the provisions thereof and as provided by law.

At the Effective Time, the Operating Agreement of PAL, as in effect immediately prior to the Effective Time, shall be amended and restated as mutually agreeable and, as so amended and restated, shall be the Operating Agreement of PAL until thereafter amended as provided by law, the Articles of Organization of PAL and such Operating Agreement.

Directors and Officers.

At the Effective Time, the directors and officers of PAL shall be selected as mutually agreeable, each to hold office in accordance with the Operating Agreement of PAL until their respective successors are duly elected or appointed and qualified or until the earlier of their death, resignation or removal.

Conversion of Securities.

At the Effective Time, by virtue of the Merger and without any action on the part of Merger Sub, PAL or the holders of any of the PAL membership units or any other person:

1. Each membership unit of PAL issued and outstanding immediately prior to the Effective Time (other than any PAL membership units, for which the owners thereof have validly exercised appraisal rights in accordance with Florida law) shall be canceled and shall be converted automatically into the right to receive cash.
2. All treasury units and rights to acquire interests, shares obligations or other securities of PAL, if any, issued and outstanding immediately prior to the Effective Time, are cancelled without any conversion thereof and no payment or distribution shall be made with respect thereto.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each membership unit of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and non-assessable membership unit of PAL.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable.

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PHYSICIAN ASSOCIATES LLC**

Document Number L00000011542

The Articles of Organization for this Limited Liability Company were filed on September 22, 2000. The Articles of Organization are hereby amended and restated as follows:

ARTICLE I — Name:

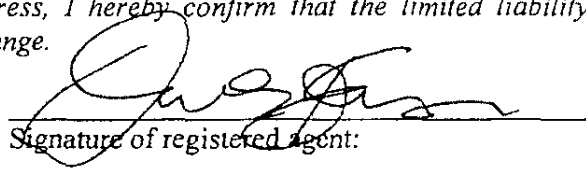
The name of the Limited Liability Company is: PHYSICIAN ASSOCIATES LLC (the "Company").

ARTICLE II — Address and Registered Agent:

The mailing address and street address of the principal office of the Company is: 235 N. Westmonte Drive, Altamonte Springs, Florida 32714.

The name and address of the registered agent of the Company is: David L. Evans, 225 E. Robinson Street, Suite 600, Orlando, Florida 32801.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


Signature of registered agent:

ARTICLE III — Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV — Member:

The sole member (the "Member") of the Company is Healthnet Services, Inc., a Florida corporation.

ARTICLE V — Management:

The Company is a manager-managed limited liability company. The Company shall be managed by the managers who are designated, appointed or elected to act in such capacity in

accordance with the Amended and Restated Operating Agreement of the Company. The managers and agents who are designated or appointed to carry out and further the decisions and actions of the managers and Member made pursuant to the Amended and Restated Operating Agreement are authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

Dated December 28, 2012

Effective as of December 31, 2012

Healthnet Services, Inc.

By:


Stephan J. Hart Chairman
The Sole Member