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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Sterling Group Physician Services, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 19, 2004

STERLING GROUP PHYSICIAN SERVICES, LLC
10 NEW KING ST
STERLING GROUP HOLDINGS, LLC
WHITE PLAINS, NY 10604

SUBJECT: STERLING GROUP PHYSICIAN SERVICES, LLC
REF: M04000000414

All Fixed!

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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

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TRANSMISSION INFORMATION -COMM. JOURNAL- DATE APR-13-2004 START TIME 15:47

MODE = MEMORY TRANSMISSION

START=APR-13 15:47 END=APR-13 15:49

FILE NO.=287

SYN. NO. COMM. ADDR. NO. STATION NAME/TEL. NO. PAGES FILED/DATE
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TALLAHASSEE, FLORIDA

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Division of Corporations

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MERGER OR SHARE EXCHANGE

Sterling Group Physician Services, LLC

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ARTICLES OF MERGER

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The following articles of merger are being submitted in accordance with section(s) 607.0109, 608.4382, and/or 620.203, Florida Statutes.

TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. CPS/PhyAmerica Physician Services, Inc.

NC

corporation

2828 Croasdaile Drive

Durham, NC 27705

Florida Document/Registration Number: F00000006288

FEI Number: 56-1792481

2. ECS Holdings, Inc.

FL

corporation

2828 Croasdaile Drive

Durham, NC 27705

Florida Document/Registration Number: P97000045967

FEI Number: 65-0752545

3. SHG/PhyAmerica Physician Services, Inc.

NC

corporation

2828 Croasdaile Drive

Durham, NC 27705

Florida Document/Registration Number: F99000003409

FEI Number: 56-2146702

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

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Name and Street AddressJurisdictionSECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sterling Group Physician Services, LLC

DE

LLC

2828 Croasdalle Drive

Durham, NC 27705

Florida Document/Registration Number: M04000000414

FEI Number: 20-0641704

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

May 1, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY.

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Sterling Group Physician Services, LLC</u>	<u>Eugene F. Dauchert, Jr.</u>	<u>Eugene F. Dauchert, Jr.</u> <u>Secretary</u>
<u>ECS Holdings, Inc.</u>	<u>Eugene F. Dauchert, Jr.</u>	<u>Eugene F. Dauchert, Jr.</u> <u>Vice President</u>
<u>CPS/PhyAmerica Physician Services, Inc.</u>	<u>Eugene F. Dauchert, Jr.</u>	<u>Eugene F. Dauchert, Jr.</u> <u>Vice President</u>
<u>SHG/PhyAmerica Physician Services, LLC</u>	<u>Eugene F. Dauchert, Jr.</u>	<u>Eugene F. Dauchert, Jr.</u> <u>Vice President</u>
<u></u>	<u></u>	<u></u>
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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
CPS/PHYAMERICA PHYSICIAN SERVICES, INC.; SHG/PHYAMERICA PHYSICIAN
SERVICES, INC.; AND ECS HOLDINGS, INC.
AND
STERLING GROUP PHYSICIAN SERVICES, LLC**

I.

The following Plan of Merger was duly approved by the Board of Directors and the Shareholders of the corporations participating in the merger and the Member/Manager of the limited liability company participating in the merger as prescribed by law in accordance with Section 607.1109, 608.4382 and/or 620.203 of the Florida Business Corporation Act as applicable:

II.

The merger will become effective as of May 1, 2004.

PLAN OF MERGER

A. ENTITIES PARTICIPATING IN MERGER

CPS/PHYAMERICA PHYSICIAN SERVICES, INC., a North Carolina corporation; SHG/PHYAMERICA PHYSICIAN SERVICES, INC., a North Carolina corporation; AND ECS HOLDINGS, INC., a Florida corporation (the "Merging Corporations" all of which are wholly-owned subsidiaries of the Surviving Entity) agree that they shall merge into STERLING GROUP PHYSICIAN SERVICES, LLC, a Delaware limited liability company (the "Surviving Entity").

B. SURVIVING ENTITY

1. The Surviving Entity will continue to be "STERLING GROUP PHYSICIAN SERVICES, LLC"
2. The Member/Manager of the Surviving Entity is Sterling Group Holdings, LLC, a Delaware limited liability company, whose principal place of business is 2828 Croasdaile Drive, Durham, North Carolina 27705.

C. MERGER

Pursuant to the terms and conditions of this Plan, the Merging Corporations, which are all wholly-owned subsidiaries of the Surviving Entity, will merge into the Surviving Entity. Upon the merger becoming effective, the corporate existence of the Merging Corporations will cease and the corporate existence of the Surviving Entity will continue. The time when the merger becomes effective (the "Effective Date") of this merger is 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 Corporations.

FILED**D. CONVERSION AND EXCHANGE OF SHARES**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. *Surviving Entity.* There will be no change in the membership interest of the Surviving Entity as a result of the merger.
2. *Merging Corporations.* All shares of the Merging Corporations 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 Entity.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporations, and at any time prior to the mergers becoming effective, the Managing Member of the Surviving Entity may, in its discretion, abandon the merger.

F. OPERATING AGREEMENT

The Operating Agreement of the Surviving Entity in effect immediately prior to the Merger shall continue to be the Operating Agreement of the Surviving Entity 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 Managing Member and officers of the Surviving Entity shall remain unchanged and shall be the Managing Member and officers of the Surviving Entity until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Entity's Articles of Organization and Operating Agreement.