

m25735

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NATIONS HEALTHCARE OF CENTRAL FLORIDA, INC., #H31303, a FL Corp.
NATIONS HEALTHCARE OF NORTH FLORIDA, INC., #V33061, a FL Corp.

INTO

NATIONS HEALTHCARE OF FLORIDA, INC., a Florida corporation, M25735.

File date: June 10, 1997 , effective July 1, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 419195 4805411

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 105.00

ORDER DATE : June 6, 1997

ORDER TIME : 9:16 AM

ORDER NO. : 419195-005

CUSTOMER NO: 4805411

CUSTOMER: Abigail Flynn, Legal Asst
Reboul Macmurray Hewitt
45 Rockefeller Plaza

New York, NY 10111

EFFECTIVE DATE
7/1/97

100002207261--4

ARTICLES OF MERGER

NATIONS HEALTHCARE OF CENTRAL
FLORIDA, INC. AND NATIONS
HEALTHCARE OF NORTH FLORIDA,

INTO

NATIONS HEALTHCARE OF FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

merger
6/17/97

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 10 PM 3:11

RECEIVED
97 JUN 10 AM 10:40
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1997

CSC Networks, Inc.
Attn: Warren Whittaker
Tallahassee, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: NATIONS HEALTHCARE OF FLORIDA, INC.
Ref. Number: M25735

We have received your document for NATIONS HEALTHCARE OF FLORIDA, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

Per our phone conversation this morning, I am returning this document as requested. It is my understanding that the plan of merger will accompany the document when it is returned for filing.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 397A00031185

RECEIVED
97 JUN 17 PM 2:48
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 10 PM 3:11

ARTICLES OF MERGER
OF
NATIONS HEALTHCARE OF CENTRAL FLORIDA, INC.,
NATIONS HEALTHCARE OF NORTH FLORIDA, INC.
AND
NATIONS HEALTHCARE OF FLORIDA, INC.

EFFECTIVE DATE
7/1/97

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, each of (i) Nations Healthcare, Inc., a Florida business corporation ("**Parent**"), (ii) Nations Healthcare of Florida, Inc. ("**Nations Healthcare of Florida**"), a Florida business corporation and a wholly-owned subsidiary of Parent, (iii) Nations Healthcare of Central Florida, Inc. ("**Nations Healthcare of Central Florida**"), a Florida business corporation and a wholly-owned subsidiary of Parent, and (iv) Nations Healthcare of North Florida, Inc. ("**Nations Healthcare of North Florida**"), a Florida business corporation and a wholly-owned subsidiary of Parent, do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger setting forth the terms of the merger of each of (i) Nations Healthcare of Central Florida and (ii) Nations Healthcare of North Florida, into Nations Healthcare of Florida, as approved by the Board of Directors of Parent on February 25, 1997 and the Board of Directors of each of Nations Healthcare of North Florida, Nations Healthcare of Central Florida and Nations Healthcare of Florida on June 4, 1997.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 4, 1997.

3. Pursuant to Section 607.1104 of the Florida Business Corporation Act, approval of the shareholders of each of the above-mentioned corporations was not required for the merger.

4. The effective time and date of the merger herein provided for shall be on July 1, 1997.

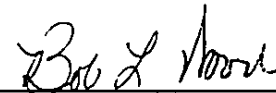
Executed on June 4, 1997.

NATIONS HEALTHCARE, INC.



Name: Bob L. Wood
Title: President

NATIONS HEALTHCARE OF
CENTRAL FLORIDA, INC.



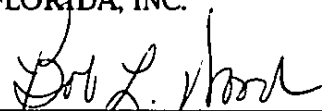
Name: Bob L. Wood
Title: President

NATIONS HEALTHCARE OF
NORTH FLORIDA, INC.



Name: Bob L. Wood
Title: President

NATIONS HEALTHCARE OF
FLORIDA, INC.



Name: Bob L. Wood
Title: President

PLAN OF MERGER

1. Nations Healthcare, Inc. ("Parent"), a Florida business corporation and the owner of all of the outstanding shares of (i) Nations Healthcare of Central Florida, Inc. ("Nations Healthcare of Central Florida"), a Florida business corporation, (ii) Nations Healthcare of Florida, Inc. ("Nations Healthcare of Florida"), a Florida business corporation and (iii) Nations Healthcare of North Florida, Inc. ("Nations Healthcare of North Florida"), a Florida business corporation, hereby merges (x) Nations Healthcare of Central Florida and (y) Nations Healthcare of North Florida into Nations Healthcare of Florida pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Nations Healthcare of Central Florida and Nations Healthcare of North Florida shall cease at the effective time and date of the merger, and Nations Healthcare of Florida shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of (i) Nations Healthcare of Central Florida and (ii) Nations Healthcare of North Florida shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The shareholders of Nations Healthcare of Central Florida and Nations Healthcare of North Florida who, except for the applicability of Section 607.1103 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the aforementioned section of the Florida Business Corporation Act, to be paid the fair value of their shares.

5. The Board of Directors and the proper officers of Parent and Nations Healthcare of Florida 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 of the merger herein provided for.