

N16538



ACCOUNT NO. : 072100000032
REFERENCE : 387911 7132640
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : September 27, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 387911-005

000003002710--6

CUSTOMER NO: 7132640

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

ARTICLES OF MERGER

ST. AUGUSTINE HEALTH CARE, INC

INTO

AVMED, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

C. COULLETTE OCT 0 4 1999

FILED
99 OCT - 1 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT - 1 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ST. AUGUSTINE HEALTH CARE, INC., a Florida corporation, P94000009786

INTO

AVMED, INC., a Florida entity, N16538

File date: October 1, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
ST. AUGUSTINE HEALTH CARE, INC.
(A Florida business corporation)
INTO
AVMED, INC.
(A Florida not for profit corporation)**

FILED
99 OCT - 1 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida law, including without limitation, Florida Statutes, §§ 607.1108 and 607.1109, the undersigned corporations, desiring to effect a merger, hereby certify as follows:

Article I

St. Augustine Health Care, Inc., is hereby merged with and into **AvMed, Inc.**, such that **AvMed, Inc.**, shall be the surviving corporation (the "Surviving Corporation").

Article II

The name of the Surviving Corporation is **AvMed, Inc.**

Article III

The Surviving Corporation is a Florida not for profit corporation and the address of its current registered office in the State of Florida is 4300 N.W. 89th Boulevard, Gainesville, Florida 32606.

Article IV

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

Article V

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapters 607 and 617, by the Shareholders of St. Augustine Health Care, Inc. on June 21, 1999 and by the Board of Directors of St. Augustine Health Care, Inc. on June 21, 1999, which adoption and approval is sufficient for the formal approval of the Plan of Merger.

Article VI

The Plan of Merger was adopted and approved in accordance with Florida Statutes, Chapters 607 and 617, by the sole Member of AvMed, Inc. on June 21, 1999 and the Board of Directors of AvMed, Inc. on June 21, 1999, which adoption and approval is sufficient for the formal approval of the Plan of Merger.

Article VII

These Articles of Merger shall be effective upon filing hereof with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer this 21st day of September, 1999.

ATTEST:

ST. AUGUSTINE HEALTH CARE, INC.Emily BrannonBy: Don HoustonTitle: Exec. AssistantTitle: Treasurer

ATTEST:

AVMED, INC.Kathy M. DixonBy: E. L. FiedlerTitle: Exec. AssistantTitle: President

PLAN OF MERGER
OF
ST. AUGUSTINE HEALTH CARE, INC.
AND
AVMED, INC.

This Plan of Merger (the "Plan of Merger"), dated as of the 21st day of September, 1999, is entered into by and between St. Augustine Health Care, Inc., a Florida business corporation ("St. Augustine") and AvMed, Inc., a Florida not for profit corporation ("AvMed"), with respect to the merger of St. Augustine with and into AvMed.

WITNESSETH:

WHEREAS, St. Augustine was incorporated in the State of Florida on February 3, 1994, and is subject to the provisions of the Florida Business Corporation Act, as amended; and

WHEREAS, AvMed was incorporated on August 27, 1986, pursuant to the provisions of the Florida Not For Profit Corporation Act, and

WHEREAS, St. Augustine and AvMed deem it advisable and in their respective best interests to merge St. Augustine with and into AvMed (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 St. Augustine and AvMed, 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 St. Augustine with and into AvMed

1.1 **Merger**. Subject to the provisions of this Plan of Merger, on the Effective Time (as hereinafter defined) of the Merger, St. Augustine shall be merged with and into AvMed, and AvMed shall be the surviving corporation (the "Surviving Corporation") and shall continue to exist under the name of Surviving Corporation as a Florida not for profit corporation under the applicable provisions of Florida law. The separate corporate existence of St. Augustine (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 and Bylaws of the Surviving Corporation upon the Effective Time of the Merger shall be the Articles of Incorporation and Bylaws of AvMed, Inc., and such Articles of Incorporation and Bylaws shall continue in full force and effect until amended.

1.3 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 "AvMed, 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:

Dunlap, Joe G.	Director
Anderson, M.D., Richard	Director
Butler, Scottie	Director
Carr, Ed.D., Glenna	Director
DeFord, M.D. James	Director
Dotson, Albert E.	Director
Fletcher, George E.	Director
Floyd, H. Jackson	Director
Goode, R. Ray	Director
Leiva, Maria Camila	Director
Ludden, M.D., John	Director

Mustian, M.T.
Natiello, Ph.D., Thomas
Perry, M.D., Bruce
Rossi, Richard
Stringfellow, Sr., James
Tyson, Bernard
Williamson, II., G. Ed.
York, Jr., Ph.D., E.T.

Director
Director
Director
Director
Director
Director
Director

Dunlap, Joe G.
Goode, R. Ray
Williamson, II., G. Ed
DeFord, M.D., James
Peddie, Edward C.
Hudson, Robert C.
Hairston, Don
Hughey, P. Jan
deMontmollin, Stephen
Hannum, Ed
Moffat, M.D., James

Chairman
Vice Chairman
Treasurer
Secretary
President
EVP & Gen. Mgr./Assistant Treasurer
VP/CFO/Assistant Treasurer
VP/Assistant Secretary
VP/General Counsel
VP
VP

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 of Merging Corporation

2.1 Preferred Shares. The Merging Corporation has 1,520,000 shares of issued and outstanding preferred stock, all of which are held by SF Holding Corp., Inc., a Florida not for profit corporation. As of the Effective Time, all of such shares of preferred stock shall be converted into the sole membership interest in the Surviving Corporation, which shall be held by Health Improvement, Inc. as the sole Member of the Surviving Corporation.

2.2 Common Shares. The Merging Corporation has 6,413,750 shares of issued and outstanding common stock, all of which shall immediately prior to the Effective Time be held by SF Holding Corp., Inc. As of the Effective Time, all of such shares of common stock shall be canceled.

2.3 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 filing of the Articles of Merger (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.

ATTEST:

ST. AUGUSTINE HEALTH CARE, INC.

Emily Brennan
Title: Exec. Assistant

By: Don Houston
Title: TREASURER

ATTEST:

AVMED, INC.

Kathy Dixon
Title: Exec. Assistant

By: E. L. Ladd
Title: President