

P00000044940

UNIVERSAL MEDICAL CONCEPTS, INC.

2780 Gateway Drive  
Pompano Beach, Florida 33069  
954.956.9700

May 9, 2000

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Attn: Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32314

300003248613--3  
-05/11/00--01078--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger

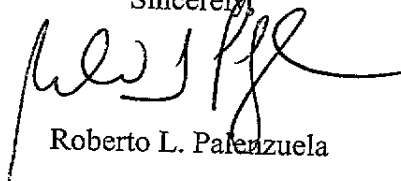
Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Merger merging Dickens, Schnell, Perry, Goldberger & Thaker & Krampat, Inc. into UniCare Medical Services IV, Inc.

Also enclosed is our company check in the amount of \$70.00 to file the Articles of Merger. Please date stamp the duplicate original and return it to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

  
Roberto L. Palenzuela

RLP/kc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 11 PM 2:39

*Merger*

V. SHEPARD MAY 24 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DICKENS, SCHNELL, PERRY, GOLDBERG, THAKER & KRAMPAT, INC., a  
Florida corporation, 600649

INTO

**UNICARE MEDICAL SERVICES IV, INC.,** a Florida entity, P00000044940.

File date: May 11, 2000

Corporate Specialist: Velma Shepard

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 11 PM 2:39

**ARTICLES OF MERGER**

**MERGING**

**DICKENS, SCHNELL, PERRY, GOLDBERG, THAKER & KRAMPAT, INC.**  
a Florida corporation

**INTO**

**UNICARE MEDICAL SERVICES IV, INC.**  
a Florida corporation

(Pursuant to Sections 607.1101 and 607.1105 of the  
Florida Business Corporation Act)

DICKENS, SCHNELL, PERRY, GOLDBERG, THAKER & KRAMPAT, INC., a Florida corporation (the "Disappearing Corporation"), and UNICARE MEDICAL SERVICES IV, INC., a Florida corporation (the "Surviving Corporation"), do hereby certify:

**FIRST:** That the Plan of Merger merging Dickens, Schnell, Perry, Goldberg, Thaker & Krampat, Inc. (formerly known as Dickens, Schnell, Perry, Goldberg, Thaker & Krampat, P.A., the "Disappearing Corporation") with and into UniCare Medical Services IV, Inc. (the "Surviving Corporation") is attached hereto as Exhibit A.

**SECOND:** The effective date of the Merger shall be the date these Articles of Merger are filed with the Secretary of State of the State of Florida.

**THIRD:** Approval by the sole Shareholder of the Surviving Corporation was not required, as provided under Section 607.1103(7) of the Florida Business Corporation Act.

**FOURTH:** The Plan of Merger was adopted by each of the Board of Directors and the Shareholder of the Disappearing Corporation as of May 8, 2000. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation as of May 8, 2000.

IN WITNESS WHEREOF, DICKENS, SCHNELL, PERRY, GOLDBERG, THAKER &  
KRAMPAT, INC., and UNICARE MEDICAL SERVICES IV, INC., has each caused this Articles  
of Merger to be executed on the 8th day of May, 2000.

DICKENS, SCHNELL, PERRY,  
GOLDBERG, THAKER & KRAMPAT, INC.

By: Bruce Nager  
Bruce Nager, President

UNICARE MEDICAL SERVICES IV, INC.

By: Bruce Nager  
Bruce Nager, President

**Exhibit A**

**PLAN OF MERGER**

**MERGING**

**DICKENS, SCHNELL, PERRY, GOLDBERG, THAKER & KRAMPAT, INC.**  
(a Florida corporation)

**INTO**

**UNICARE MEDICAL SERVICES IV, INC.**  
(a Florida corporation)

1. UniCare Medical Services IV, Inc, a Florida corporation (the "Surviving Corporation"), owns 100% of the issued and outstanding shares of Dickens, Schnell, Perry, Goldberg, Thaker & Krampat, Inc., a Florida corporation (the "Disappearing Corporation").
2. Upon effectuation of the Merger, all issued and outstanding shares of the Disappearing Corporation shall be endorsed and delivered to the Surviving Corporation which shall immediately cancel said shares so that the only shares to remain issued and outstanding shall be those shares issued by the Surviving Corporation prior to the effectuation of the Merger.
3. Upon effectuation of the Merger:
  - (i) The Articles of Incorporation of the Surviving Corporation in effect on the effective date of the Merger shall remain in existence as such;
  - (ii) the Bylaws of the Surviving Corporation in effect on the effective date of the Merger shall remain in existence after the effective date of the Merger;
  - (iii) the officers and directors of the Surviving Corporation shall be the same individuals who were officers and directors of such corporation prior to the Merger; and
  - (iv) the registered agent of the Surviving Corporation shall be the same individual who was registered agent of such corporation prior to the Merger.