

PO 2000059783

CT CORPORATION

CORPORATION(S) NAME

PhyAmerica Physician Group, Inc.

merging into: SMS Merger Corp. (Surviving Corporation)

FILED  
02 JUN 12 PM 4:44  
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TALLAHASSEE, FLORIDA

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DOC. EXAM C. Coulliette JUN 12 2002

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PHYAMERICA PHYSICIAN GROUP, INC., a Delaware corporation not qualified

INTO

SMS MERGER CORP. which changed its name to

**PHYAMERICA PHYSICIAN GROUP, INC.**, a Florida entity, P02000059783.

File date: June 12, 2002

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA  
ARTICLES OF MERGER

BETWEEN

FOREIGN AND DOMESTIC BUSINESS CORPORATION

FILED  
02 JUN 12 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation does hereby submit the following articles of merger (the "Articles of Merger") as the surviving corporation in a merger, pursuant to the provisions of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, between PhyAmerica Physician Group, Inc., a Delaware corporation, and its wholly-owned subsidiary, SMS Merger Corp., a Florida corporation:

1. The following is the plan of merger (the "Plan of Merger") that was duly approved in the manner prescribed by law by each of the corporations participating in the merger:

**Plan of Merger:**

ARTICLE I

*Merger. The Merging Corporation, PhyAmerica Physician Group, Inc., a Delaware corporation, shall be and it hereby is merged (the "Merger") into the Surviving Corporation, SMS Merger Corp., a Florida corporation.*

ARTICLE II

*Corporate Name. Following the Effective Time (defined below in Article IV of this Plan of Merger), the name of the Surviving Corporation shall become "PhyAmerica Physician Group, Inc."*

ARTICLE III

*Required Approvals. The consummation of the Merger shall be expressly contingent upon the proper filing of all documents and the receipt of all required approvals, if any.*

ARTICLE IV

Effective Time. The Merger shall become effective upon the occurrence of all of the following: (a) the approval of the shareholders of the Constituent Corporations of the terms of this Plan of Merger, to the extent such approval is required by the provisions of applicable state law, (b) the effective date of Articles of Merger filed in the office of the Department of State for the State of Florida, which shall be in a form acceptable under the applicable laws of the State of Florida, and (c) the effective date of the Certificate of Ownership and Merger filed in the office of the Secretary of State for the State of Delaware, which shall be in a form acceptable under the applicable laws of the State of Delaware. The time at which the Merger becomes effective shall hereinafter be referred to as the "Effective Time."

#### ARTICLE V

Surviving Corporation. The Surviving Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate existence of Merging Corporation shall cease forthwith upon the Effective Time.

#### ARTICLE VI

Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Florida Business Corporation Act.

#### ARTICLE VII

Bylaws. The Bylaws of Surviving Corporation shall be the Bylaws of the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof, the Articles of Incorporation and the Florida Business Corporation Act.

#### ARTICLE VIII

Directors and Officers. The persons who are members of the Board of Directors of the Merging Corporation and who are officers of the Merging Corporation immediately prior to the Effective Time shall, after the merger, become the members of the Board of Directors and officers of the Surviving Corporation, to serve, subject to the provisions of the organizational documents of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida, and the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE IX

Conversion of Outstanding Stock. Upon the Effective Time, (i) each of the issued and outstanding shares of stock of Surviving Corporation prior to the Effective Time, and all rights in respect thereof, shall be cancelled on the books and records of the Surviving Corporation, and, (ii) each of the issued and outstanding shares of stock in the Merging Corporation prior to the Effective Time shall be converted into one (1) share of stock in the Surviving Corporation.

#### ARTICLE X

Assumption of Assets, Liabilities. At the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of any nature, and shall become subject to all the restrictions, liabilities and duties of the Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account, as well as stock subscriptions and all other things in action belonging to Merging Corporation and Surviving Corporation shall be vested in Surviving Corporation. Additionally, all property, assets, rights, privileges, powers, franchises and immunities and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of the respective parties, and shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either Merging Corporation or Surviving Corporation shall be preserved unimpaired and all debts, liabilities, obligations, and duties of the respective corporations shall henceforth attach to Surviving Corporation, and may be enforced against it to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by Surviving Corporation.

#### ARTICLE XI

Transfers. From time to time, as and when requested by Surviving Corporation, or its successors or assigns, Merging Corporation shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to Surviving Corporation, and its successors or assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purposes of this Plan of Merger. If Surviving Corporation shall at any time deem that any further assignment or assurances of law or any other acts are necessary or desirable to vest, perfect or confirm of record or otherwise the title to any property or to enforce any claims of Merging Corporation acquired by Surviving Corporation under this Plan of Merger, the proper officers of Surviving Corporation at that time are hereby specifically authorized as attorneys-in-fact of Merging Corporation (this

appointment being irrevocable as one coupled with an interest) to execute and deliver any and all such proper deeds, assignments, and assurances of law and to do all such other acts, in the name and on behalf of Merging Corporation or otherwise, as those officers shall deem necessary or appropriate.

#### ARTICLE XII

*Termination.* This Plan of Merger may be terminated and abandoned by action of the Board of Directors of Merging Corporation or Surviving Corporation at any time prior to the Effective Time, whether before or after approval by the shareholders of the Constituent Corporations.

#### ARTICLE XIII

*Dissenter's Rights.* Each holder of shares of SMS Merger Corp. who, except for the applicability of Section 607.1104 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 Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

2. With respect to the Surviving Corporation, shareholder approval was not required for the merger.
3. With respect to the Merging Corporation, the above Plan of Merger was duly adopted and approved by its shareholders on the 31<sup>st</sup> day of May, 2002.
4. With respect to the Surviving Corporation, the above Plan of Merger was duly adopted and approved by its board of directors on the 31<sup>st</sup> day of May, 2002.
5. PhyAmerica Physician Group, Inc., the sole shareholder of its subsidiary corporation, SMS Merger Corp., has waived the mailing requirement set forth in Section 607.1104(2).
6. These Articles of Merger will be effective upon filing.

This is the 31<sup>st</sup> day of May, 2002.

SMS MERGER CORP.

By: Steven M. Scott  
Steven M. Scott, M.D., President