



P25868

Beech Street Corporation

The Managed Care Company

June 8, 1999

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ref. Number: P40412
Letter 499A00029802
Merger between CAPP CARE, INC., and Beech Street Corporation

200002900692--9
-05/24/99--01124--001
*****70.00

Attn: Thelma Lewis

This is in response to your letter of June 1, 1999 (copy enclosed) in follow-up to our earlier filing. Enclosed please find the completed 1) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and 2) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

Please contact me directly if you have any questions or if additional information is required in order to update your records to reflect this transaction. My telephone number is 949/224-3652.

Sincerely,

Ann Loveless
Director of Regulatory Compliance

Enclosures: Application for Withdrawal
Application by Foreign Profit Corporation to File
Certified Copy of Agreement of Merger
Certificate of Filing (Merger & Name Change)

FILED
99 JUN 10 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JUN 10 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 JUN 10 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CAPP CARE, INC.
Name of corporation as it appears on the records of the Department of State.
2. State of California
Incorporated under laws of
3. 08/29/1989
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

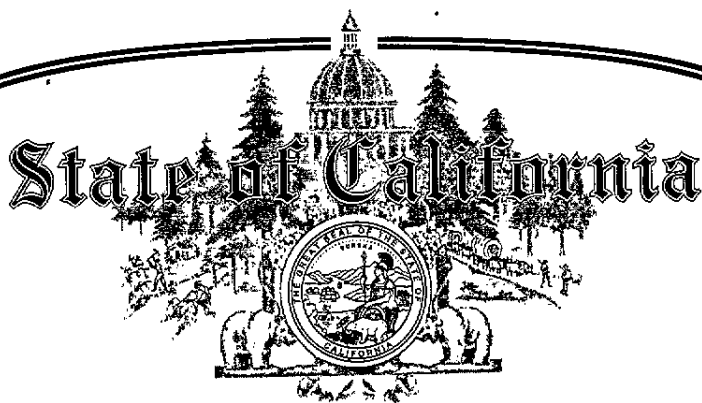
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 11, 1999
5. Beech Street Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

June 8, 1999
Date

Norman H. Werthwein
Typed or printed name

Executive Vice President, Finance
Title



SECRETARY OF STATE
CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **11th day of February, 1999**, there was filed in this office a(n)
Agreement of Merger merging **BEECH STREET CORPORATION**, a(n)
Georgia corporation, into **CAPP CARE, INC.**, a California corporation, and the
surviving corporation, by the terms of said agreement.

Further, that on the 11th day of February, 1999, there was filed in this office an
amendment changing the name of the surviving corporation from CAPP CARE,
INC., a California corporation, to BEECH STREET CORPORATION.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of April 22, 1999.

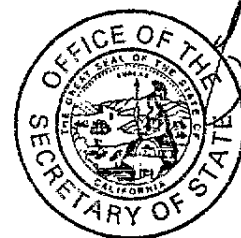
Bill Jones
BILL JONES
Secretary of State

pi

State of California



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 30 1999



Bill Jones

Secretary of State

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40521228

mv

NCTO:

AGREEMENT OF MERGER

OF

BEECH STREET CORPORATION

AND

CAPP CARE, INC.

FILED

In the office of the Secretary of State
of the State of California

FEB 11 1999

Bill Jones
BILL JONES, Secretary of State

This Agreement of Merger is entered into as of this 11 day of February, 1999, between CAPP CARE, INC., a California corporation ("CAPP CARE") and Beech Street Corporation which will do business in California as Beech Street of California, Inc., a Georgia corporation ("Beech Street").

1A. CAPP CARE is a California corporation organized on August 4, 1982 and has 231,940 shares of its Common Stock, 287,724 shares of its Series A Preferred Stock and 750,000 shares of its Series B Preferred Stock, outstanding.

1B. Beech Street is a Georgia corporation organized on April 29, 1986 and has 10,000,000 shares of its Class A Common Stock and 2,463,350 shares of its Class B Common Stock outstanding.

2. CAPP CARE and Beech Street have entered into an Agreement and Plan of Merger dated as of December 31, 1998 (the "Merger Agreement") which contemplates that Beech Street shall be merged into CAPP CARE and CAPP CARE shall be the surviving corporation.

3. Upon such merger, each outstanding share of common stock of Beech Street ("Beech Street Common Stock"), other than shares held by shareholders who perfect their rights as dissenting shareholders under Georgia law, shall be converted into the right to receive that fraction of a share of stock of CAPP CARE equal to a fraction, the numerator of which equals 2,426,184, and the denominator of which equals the sum of the number of shares of Beech Street Common Stock issued and outstanding immediately prior to the effective time of the merger and the number of shares of Beech Street Common Stock issuable upon the exercise, conversion or exchange of all Beech Street options, warrants and other rights to acquire Beech Street Common Stock (or other capital stock) outstanding at such time. If, between the date of this Agreement and the effective date of the merger, the outstanding shares of CAPP CARE or Beech Street shall have been changed into a different number of shares by reason of a stock split, reverse stock split or stock dividend, the number of shares of CAPP CARE issuable upon the merger shall be correspondingly adjusted.

4. Upon such merger, the outstanding shares of common stock of CAPP CARE, other than shares held by shareholders who perfect their rights as dissenting shareholders under California law, shall remain outstanding and are not affected by the merger.

5. Upon such merger, each outstanding share of preferred stock of CAPP CARE, other than shares held by shareholders who perfect their rights as dissenting shareholders under California law, shall be converted into the right to receive \$10.43 in cash. If, prior to the effective date of the merger, CAPP should split or combine the shares of CAPP preferred stock, or pay a dividend or other distribution on, or in exchange of, shares of CAPP preferred stock, or engage in any similar transaction, then the redemption price will be appropriately adjusted to reflect such split, combination, dividend, exchange or other distribution or similar transaction.

6. Upon such merger, Article I of the articles of incorporation of CAPP CARE is amended to read as follows:

"Article I. The name of this corporation is Beech Street Corporation."

7. The conversion of shares as provided by this Agreement shall occur automatically at the effective date of the merger without action by the holders thereof. Each holder of Beech Street Common Stock thereupon shall surrender his share certificate or certificates to CAPP CARE and shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares into which his shares theretofore represented by a certificate or certificates so surrendered shall have been converted as aforesaid. Each holder of CAPP CARE preferred stock thereupon shall surrender his share certificate or certificates to CAPP CARE and shall be entitled to receive in exchange therefor \$10.43 in cash.

8. Fractional shares shall not be issued and fractions shall be rounded to the nearest whole share.

9. Notwithstanding that the conversion of shares pursuant to this Agreement is automatic at the effective date of the merger without action on the part of the shareholder, dividends shall not be paid on the converted shares until the surrender of certificates as provided in paragraph 7. Upon such surrender of the certificate or certificates, the dividends payable between the effective date of the merger and the date of such surrender shall be paid without interest.

10. Upon such merger, the separate existence of Beech Street shall cease and CAPP CARE shall succeed, without other transfer, to all the rights and property of Beech Street and shall be subject to all the debts and liabilities thereof in the same manner as if CAPP CARE had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Beech Street shall be limited to the property affected thereby immediately prior to the time the merger is effective.

11. After the merger becomes effective, Beech Street, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in CAPP CARE.

12. This Agreement is intended as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code.

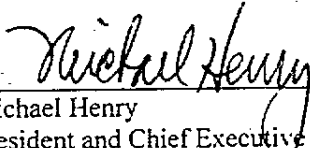
13. This Agreement may be terminated and the proposed merger abandoned at any time prior to the effective date of the merger and whether before or after approval of this Agreement by the board of directors or shareholders of either corporation.

14. — The effective date of the merger is the date upon which a copy of this Agreement of Merger is filed with the Secretary of State of California.

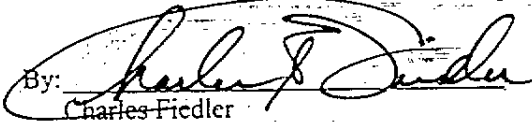
15. — This Agreement may be executed in counterparts.

IN WITNESS WHEREOF, the parties have executed this Agreement.

CAPP CARE, INC.

By: 

Michael Henry
President and Chief Executive
Officer

By: 

Charles Fiedler
Secretary

BEECH STREET CORPORATION

By: _____

William H. Fickling, Jr.
Chairman and Chief Executive
Officer

By: _____

Tom B. Wight
Secretary

14. The effective date of the merger is the date upon which a copy of this Agreement of Merger is filed with the Secretary of State of California.

15. This Agreement may be executed in counterparts..

IN WITNESS WHEREOF, the parties have executed this Agreement.

CAPP CARE, INC.

By: _____

Michael Henry
President and Chief Executive
Officer

By: _____

Charles Fiedler
Secretary

BEECH STREET CORPORATION

By: _____

William A. Fickling, Jr.
Chairman and Chief Executive
Officer

By: _____

Tom B. Wight
Secretary

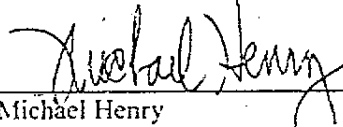
CERTIFICATE OF MERGER

Michael Henry and Charles Fiedler certify that:

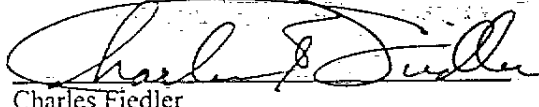
1. They are the president and chief executive officer, and the secretary, respectively, of CAPP CARE, INC., a corporation organized under the laws of the State of California (the "Corporation").
2. The number of outstanding shares of each class is 231,940 shares of Common Stock, 287,724 shares of Series A Preferred Stock and 750,000 shares of Series B Preferred Stock.
3. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by the vote of a number of shares of each class which equaled or exceeded the vote required.
4. The percentage vote required of each class is more than 50%.
5. The principal terms of the Agreement of Merger in the form attached were approved by the unanimous vote of the holders of shares of Series A and Series B Preferred Stock of the Corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 11, 1999


Michael Henry
President and Chief Executive Officer

Date: February 11, 1999


Charles Fiedler
Secretary

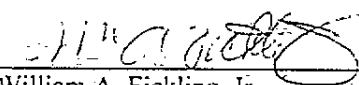
CERTIFICATE OF MERGER

William A. Fickling, Jr. and Norman H. Werthwein certify that:

1. They are the chairman of the board of directors and chief executive officer, and the chief financial officer, respectively, of Beech Street Corporation which will do business in California as Beech Street of California, Inc., a corporation organized under the laws of the State of Georgia (the "Corporation").
2. The number of outstanding shares of each class is 10,000,000 shares of Class A Common Stock and 2,463,350 shares of Class B Common Stock.
3. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by the vote of a number of shares of each class which equaled or exceeded the vote required.
4. The percentage vote required of each class is more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 11, 1999


William A. Fickling, Jr.
Chairman and Chief Executive Officer

Date: February 11, 1999


Norman H. Werthwein
Chief Financial Officer

