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CUSTOMER NO: 9140A

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Boca Raton, FL 33431

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ARTICLES OF MERGER

PREMIER MEDICAL GROUP, P.A.

INTO

SOUTH FLORIDA HEALTH CARE
ASSOCIATES, P.A.

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CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS:

EFFECTIVE DATE
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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PREMIER MEDICAL GROUP, P.A., a Florida corporation, L46910

INTO

SOUTH FLORIDA HEALTH CARE ASSOCIATES, P.A., a Florida corporation,
P92000002673.

File date: November 25, 1997 , effective November 30, 1997

Corporate Specialist: Joy Moon-French

FILED

97 NOV 25 PM 3:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
NOV 30 1997

ARTICLES OF MERGER
OF
PREMIER MEDICAL GROUP, P.A.
INTO
SOUTH FLORIDA HEALTH CARE ASSOCIATES, P.A.

Pursuant to the provisions of Section 621.13(3) of the Florida Professional Service Corporation and Limited Liability Company Act (including those provisions of Section 607.1105 of the Florida Business Corporation Act incorporated therein by reference) (collectively, the "Act"), the undersigned professional corporations hereby adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved by the directors and shareholders of each of Premier Medical Group, P.A. ("Premier") and South Florida Health Care Associates, P.A. ("SFHCA"), in the manner prescribed by the Act on August 7, 1997.

A. Pursuant to Section 621.13(3) of the Act, Premier shall be merged into SFHCA (the "Merger"). SFHCA shall be the surviving corporation and shall continue its corporate existence subject to the laws of the State of Florida.

B. The Merger shall become effective November 30, 1997, before which date these Articles of Merger shall be filed with the Secretary of State of Florida. November 30, 1997 is hereinafter referred to as the "Effective Time of the Merger" or the "Effective Date."

C. At the Effective Time of the Merger, (i) the Articles of Incorporation of SFHCA shall be the Articles of Incorporation of the surviving corporation, (ii) the By-Laws of SFHCA shall be the By-Laws of the surviving corporation, and (iii) the directors of SFHCA shall be the directors of the surviving corporation until the first meeting of shareholders after the Effective Date, which shall occur within 30 days after the Effective Date.

D. At the Effective Time of the Merger, all shares of Premier shall be cancelled, and SFHCA shall issue one hundred five (105) shares of its \$.001 par value common stock to each of the following Premier shareholders, who constitute all of the holders of the outstanding common stock of Premier:

Alban Bacchus, M.D.
Casey Boyer, M.D.
Richard Bregman, M.D.
Robert Bregman, M.D.
Luis Galainena, M.D.
Patricia Glover, M.D.
Manuel Hurtado, M.D.
Zakir Khan, M.D.

Nelson Lopez, M.D.
Enrique Lopez-Moscoso, M.D.
Benedicto San Pedro, M.D.
Charles Scherer, M.D.
Peggy Schneider, M.D.
Rodolfo Trejo, M.D.
Gregory Weatherford, M.D.

E. At the Effective Time of the Merger, SFHCA shall succeed, without further transfer, to all rights and property

of Premier, and shall be subject to all debts and liabilities of Premier in the same manner as if SFHCA had itself incurred them, all with the effect set forth in the Act.

2. The Plan of Merger was adopted by the directors and shareholders of both SFHCA and Premier, by unanimous votes of their respective shareholders at special meetings held on August 7, 1997 prior to execution of these Articles of Merger.


Dated: Effective as of September 15, 1997.

ATTEST:


Secretary

Enrique Lopez-Moscoso, MD
[Please Print Name]

PREMIER MEDICAL GROUP, P.A.

By: 
Gregory Weatherford, M.D.,
President


(Corporate Seal)

ATTEST:


Secretary

David Makover, MD.
[Please Print Name]

SOUTH FLORIDA HEALTH CARE
ASSOCIATES, P.A.

By: 
Kenneth L. Beckett, M.D.,
Chairman

(Corporate Seal)