

CAPITAL CONNECTION, INC.

117 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8810 • 1-800-342-8062 • Fax (850) 222-1222

P93000026827

FILED
01 DEC 31 PM 3:15
TALLAHASSEE, FLORIDA

Barney Carr Associate of
Richard Carr
Mehol Patel, M.D., P.A.

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*****70.00 *****70.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File 2 Corps.
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record DR
- ___ UCC 1 or 3 File
- ___ UCC 11 Search 1/3/01
- ___ UCC 11 Retrieval
- ___ Courier

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01 DEC 31 PM 12:28
TALLAHASSEE, FLORIDA

*00789, 00721, 00524, 00672

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PRIMARY CARE ASSOCIATES OF PINELLAS, P.A., a Fla corp P96000063065

INTO

MEHUL K. PATEL, M.D., P.A., a Florida entity, P93000026827.

File date: December 31, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

SUBJECT: MEHUL K. PATEL, M.D., P.A.
Ref. Number: P93000026827

We have received your document for MEHUL K. PATEL, M.D., P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please give the date of adoption of the plan of merger by the shareholders of Mehul K. Patel, M.D., P.A.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 501A00067758

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

FILED
01 DEC 31 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

of

Primary Care Associates of Pinellas, Inc., a Florida corporation,

with and into

Mehul K. Patel, M.D., P.A., a Professional Association

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which Primary Care Associates of Pinellas, Inc., a Florida corporation ("PCAP") shall be merged (the "Merger") with and into Mehul K. Patel, M.D., P.A., a Professional Association (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Primary Care Associates of Pinellas, Inc.	Florida
Mehul K. Patel, M.D., P.A.	Florida

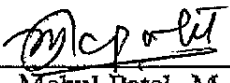
Mehul Patel, M.D., P.A., is the Surviving Corporation.

2. Compliance with Florida Law. Primary Care Associates of Pinellas, Inc. and Mehul Patel, M.D., P.A., as the surviving corporation, are complying with the applicable provisions of Sections 607.1101 - 607.1104 and Section 607.1105 of the FBCA respectively.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.
4. Board of Directors Approval. The Plan of Merger was unanimously approved and adopted, by the respective Boards of Directors of PCAP on December 3, 2001 and by the Surviving Corporation on December 3, 2001.

5. Shareholder Approval. The Agreement was unanimously approved and adopted by the shareholders of PCAP on December 3, 2001. The Agreement was approved and adopted by the shareholders of the Surviving Corporation on December 3, 2001.
6. Effective Date. The effective date of the Merger herein contemplated shall be December 31, 2001.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 28 day of December, 2001.

Primary Care Associates of Pinellas, Inc.

By: 
Name: Mehul Patel, M.D.
Title: President

Mehul K. Patel, M.D., P.A.

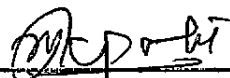
By: 
Name: Mehul Patel, M.D.
Title: Chairman & CEO

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 3rd day of Dec, 2001 by:

Primary Care Associates of Pinellas, Inc., a Florida corporation (the "Merged Corporation"); and

Mehul K. Patel, M.D., P.A., a Professional Association (the Surviving Corp).

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1101 and 607.1105 of the Florida Business Corporations Act in accordance with the terms and conditions hereinafter set forth.

PLAN

Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be December 31, 2001.

Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of Mehul K. Patel, M.D., P.A., shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following person:

Mehul Patel, M.D.

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Mehul Patel, M.D.

Chairman of the Board

Mehul Patel, M.D.

CEO

Mehul Patel, M.D.

President

Such persons shall serve until their respective successors are duly appointed and qualified.

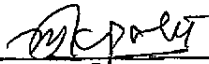
Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

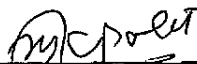
Conversion of Membership Interest of Merged Corporation.

The membership interest of the Merged Corporation as issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 1000 shares of the ten cents (\$0.10) par value common stock of the Surviving Corporation.

Primary Care Associates of Pinellas, Inc.

By: 
Name: Mehul Patel, M.D.
Title: President

Mehul K. Patel, M.D., P.A.

By: 
Name: Mehul Patel, M.D.
Title: Chairman & CEO