

Requestor's Name \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

**P94000013281**

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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 \*\*\*\*122.50 \*\*\*\*122.50

- ☐ Walk in   
 ☐ Pick up time \_\_\_\_\_   
 ☐ Certified Copy  
☐ Mail out   
 ☐ Will wait   
☐ Photocopy   
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signatures and stamps]*

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 13, 1997

COASTAL PHYSICIAN GROUP, INC.  
% JOANN ANDERSON  
2828 CROASDAILE DRIVE  
DURHAM, NC 27705

SUBJECT: COASTAL PHYSICIAN GROUP OF FLORIDA, INC.  
Ref. Number: P94000013281

We have received your document for COASTAL PHYSICIAN GROUP OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 097A00050012

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EPSILON CLINICS, INC., a Florida Corporation, document number  
P93000045224

INTO

COASTAL PHYSICIAN GROUP OF FLORIDA, INC., a Florida corporation,  
P94000013281

File date: October 21, 1997

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER  
OF  
EPSILON CLINICS, INC.**

**INTO**

**COASTAL PHYSICIAN GROUP OF FLORIDA, INC.**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** Coastal Physician Group of Florida, Inc., is a corporation organized under the laws of the State of Florida owning at least 80 percent of the shares of Epsilon Clinics, Inc., a Florida corporation.

**SECOND:** The following Plan of Merger was adopted by the Board of Directors and Shareholders of Coastal Physician Services of South Florida, Inc. and the Merging Corporation as prescribed by law: on September 30, 1997

**PLAN OF MERGER**

**A. CORPORATIONS PARTICIPATING IN MERGER**

EPSILON CLINICS, INC., a Florida corporation (the "Merging Corporation") and COASTAL PHYSICIAN GROUP OF FLORIDA, INC., a Florida corporation (the "Surviving Corporation").

**B. NAME OF SURVIVING CORPORATION**

The name of the Surviving Corporation is COASTAL PHYSICIAN GROUP OF FLORIDA, INC.

**C. MERGER**

Pursuant to the terms and conditions of this Plan, the Merging Corporation, which is a wholly-owned subsidiary of the Surviving Corporation, will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective (the "Effective Date") of this merger is October 31, 1997, or if later, upon filing with the Secretary of State, or such other

effective date as may be established by concurrent resolution of the Board of Directors of the Merging Corporation.

D. CONVERSION AND EXCHANGE OF SHARES

Pursuant to the terms and conditions of this Plan, the shares of the merging corporations will be treated as follows.

1. *Surviving Corporation.* The outstanding shares of the Surviving Corporation will not be converted or exchanged in any way and will remain outstanding as shares of the Surviving Corporation.
2. *Merging Corporations.* All shares of the Merging Corporation, all of which are wholly-owned by the Surviving Corporation, will be canceled.
3. *Surrender of Certificates of Merging Corporations.* Each holder of a certificate representing shares of a Merging Corporation will surrender such certificate to that Merging Corporation on or before the Effective Date, and each Merging Corporation will thereupon delivery such certificates to the Surviving Corporation.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporation, and at any time prior to the Merger becoming effective, the directors of the Surviving Corporation may, in their discretion, abandon the merger.

F. BYLAWS

The Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until changed or amended in accordance with the provisions applicable by law.

G. OFFICERS AND DIRECTORS

Upon the effective date of the Merger, the directors and officers of the Surviving Corporation shall remain unchanged and shall be the directors and officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or

until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

**THIRD:** The effective date of the merger is October 31, 1997.

Signed this 30th day of September, 1997.

COASTAL PHYSICIAN GROUP OF FLORIDA, INC.  
(Surviving Corporation)

By: Eugene F. Dauchert, Jr.  
Eugene F. Dauchert, Jr., Vice President

EPSILON CLINICS, INC.  
(Merging Corporation)

By: Eugene F. Dauchert, Jr.  
Eugene F. Dauchert, Jr., President