

P94000013281



COASTAL
PHYSICIAN
GROUP, INC.

Its Subsidiaries and Affiliates

The Physician Company®

2828 Croasdaile Drive
Post Office Box 15309
Durham, NC 27704

919-383-0355
800-476-4587
Fax 919-309-2921

VIA UPS OVERNIGHT LETTER

December 8, 1997

Florida Secretary of State
Corporate Filing Division
409 E. Gaines Street
Tallahassee, FL 32399

300002366723--8

-12/09/97--01046--001

***262.50 ***262.50

Re: Coastal Physician Group of Florida, Inc. Merger

Dear Mr. Secretary:

We are enclosing the Articles of Merger for the following corporations to merge into Coastal Physician Group of Florida, Inc.:

Coastal/MSO Company
Florida Doctors Network, Inc.
Hillsboro Medical Management Company
Uni-Care America, Inc.
Women's & Children's Centers of Florida, Inc.

**PLEASE NOTE THE EFFECTIVE DATE OF THE MERGER IS
DECEMBER 31, 1997.**

Also enclosed is our company's check in the amount of \$262.50 in payment of the filing fees and one certified copy. Please return the certified copies to me at the following address:

Coastal Physician Group, Inc.
2828 Croasdaile Drive
Durham, NC 27705

Do not hesitate to contact me if you have any questions regarding the enclosed. Thank you for your prompt attention to this matter.

Yours very truly,
COASTAL PHYSICIAN GROUP, INC.

Joann W. Anderson

Joann W. Anderson
Paralegal

Enclosures

EFFECTIVE DATE
12-31-97

Merger

DEC 12 1997

FILED
07 DEC -9 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTAL/MSO COMPANY, a Florida corporation, P95000008915

FLORIDA DOCTORS NETWORK, INC., a Florida corporation, V25176

HILLSBORO MEDICAL MANAGEMENT COMPANY, a Florida corporation,
P94000094135

UNI-CARE AMERICA, INC., a Florida corporation, P92000003263

WOMEN'S & CHILDREN'S CENTERS OF FLORIDA, INC., *P94000063598*

INTO

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

File date: December 9, 1997, effective December 31, 1997

Corporate Specialist: Thelma Lewis

FILED

97 DEC -9 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
COASTAL/MSO COMPANY
FLORIDA DOCTORS NETWORK, INC.
HILLSBORO MEDICAL MANAGEMENT COMPANY
UNI-CARE AMERICA, INC.
AND
WOMEN'S & CHILDREN'S CENTERS OF FLORIDA, INC.
INTO**

COASTAL PHYSICIAN GROUP OF FLORIDA, INC.

EFFECTIVE DATE

12-31-97

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 Coastal/MSO Company, a Florida corporation; Florida Doctors Network, Inc., a Florida corporation; Hillsboro Medical Management, Inc., a Florida corporation; Uni-Care America, Inc., a Florida corporation; and Women's & Children's Centers of Florida, Inc., a Florida corporation ("Merging Corporations").

SECOND; The following Plan of Merger was adopted by the Board of Directors and Shareholders of Coastal Physician Group of Florida, Inc. and the Merging Corporations on December 1, 1997 as prescribed by law:

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER

COASTAL/MSO COMPANY, a Florida corporation; FLORIDA DOCTORS NETWORK, INC., a Florida corporation; HILLSBORO MEDICAL MANAGEMENT COMPANY, a Florida corporation; UNI-CARE AMERICA, INC., a Florida corporation; and WOMEN'S & CHILDREN'S CENTERS OF FLORIDA, INC., a Florida corporation (the "Merging Corporations") 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 Corporations, which are all wholly-owned subsidiaries of the Surviving Corporation, will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporations 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 December 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 Boards of Directors of the Merging Corporations.

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 Corporations, 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 deliver such certificates to the Surviving Corporation.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporations, 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 December 31, 1997.

Signed this 4th day of December, 1997.

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

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

COASTAL/MSO COMPANY
(Merging Corporation)

By: Joann W. Anderson
Joann W. Anderson, Secretary

FLORIDA DOCTORS NETWORK, INC.
(Merging Corporation)

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

HILLSBORO MEDICAL MANAGEMENT COMPANY
(Merging Corporation)

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

UNI-CARE AMERICA, INC.
(Merging Corporation)

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

WOMEN'S & CHILDREN'S CENTERS OF
FLORIDA, INC.
(Merging Corporation)

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