

P940000 13695

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Foot & Ankle Group
of Southwest Florida, P.A.

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*****78.75 *****78.75

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JUN -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
✓ Merger File _____
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 _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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C. COULLETTE JUN 07 1999

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Name _____

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Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHRIS A. KLIMOWICH, D.P.M., P.A., a Florida corporation, L97618

INTO

FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A., a Florida
corporation, P94000013695

File date: June 7, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

**CHRIS A. KLIMOWICH, D.P.M., P.A.,
a Florida professional association**

INTO

**FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.,
a Florida professional association,**

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER between FOOT & ANKLE GROUP OF
SOUTHWEST FLORIDA, P.A., a Florida professional association and CHRIS A.
KLIMOWICH, D.P.M., P.A., a Florida professional association.**

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") **FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.** and **CHRIS A. KLIMOWICH, D.P.M., P.A.** adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated August 5, 1998, between **FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.** and **CHRIS A. KLIMOWICH, D.P.M., P.A.** was approved and adopted by the shareholders of **FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.** on August 5, 1998 and was adopted by the shareholders of **CHRIS A. KLIMOWICH, D.P.M., P.A.** on August 5, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of **CHRIS A. KLIMOWICH, D.P.M., P.A.**'s stock will be acquired by means of a merger of **CHRIS A. KLIMOWICH, D.P.M., P.A.** into **FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.**, the surviving association ("Merger").

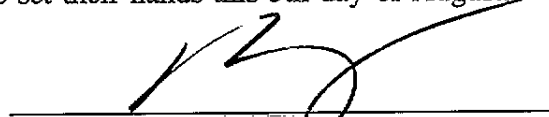
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

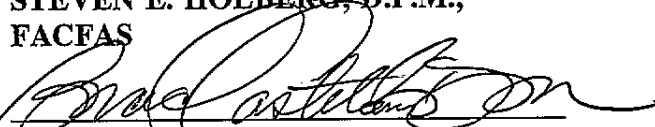
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be September 1, 1998 at 9:00 a.m. E.S.T.

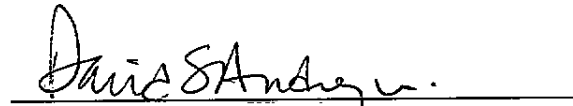
IN WITNESS WHEREOF, the parties have set their hands this 5th day of August, 1998.

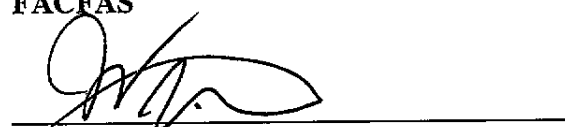

CHRIS A. KLIMOWICH, D.P.M.

As the Board of Directors of
CHRIS A. KLIMOWICH, D.P.M.,
P.A., a Florida professional
association


STEVEN E. HOLBERG, D.P.M.,
FACFAS


BRADLEY D. CASTELLANO, D.P.M.,
FACFAS


DAVID S. ANDREW, D.P.M.,
FACFAS


JEROLD S. GOLDSTEIN, D.P.M.,
FACFOM

As the Board of Directors of
FOOT & ANKLE GROUP OF
SOUTHWEST FLORIDA, P.A. a
Florida professional association

PLAN OF MERGER

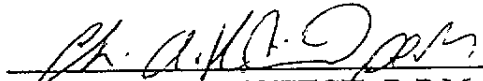
Merger Between **FOOT & ANKLE GROUP OF SOUTHWEST FLORIDA, P.A.** (the "Group") and **CHRIS A. KLIMOWICH, D.P.M., P.A.** ("Klimowich") (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Group, as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Group until further amended as provided by law.
2. Distribution to Shareholders of Constituent Corporations. Upon the Effective Date, each two (2) shares of Klimowich's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock of the Group in accordance with this Plan. Each share of the Group's stock that is issued and outstanding on the Effective date shall continue as outstanding shares of the Group's stock.
3. Satisfaction of Rights of Klimowich Shareholders. All shares of the Group's stock into which shares of Klimowich's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of the Group's stock will not be issued.
5. Effect of Merger. On the Effective Date, the separate existence of Klimowich shall cease, the Group shall be fully vested in Klimowich's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106, Florida Statutes, of the Act.
6. Supplemental Action. If at any time after the Effective Date the Group shall determine that any further conveyances, agreements, documents, instruments, and assurance or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Klimowich or the Group, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Group, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Group, or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Klimowich and the Group shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to

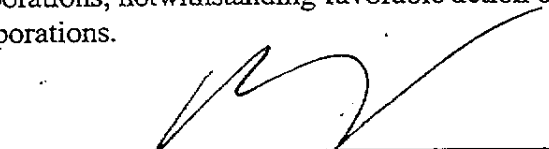
such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Group to the Florida Department of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be August 5, 1998

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

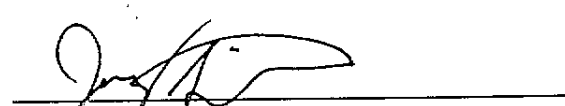

CHRIS A. KLIMOWICH, D.P.M.

As the Board of Directors of
CHRIS A. KLIMOWICH, D.P.M.,
P.A., a Florida professional
association


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