

P94000062000

CT CORPORATION

CORPORATION(S) NAME

Aveta Health, Inc.

merging:

First Physician Care of South Florida, Inc.

First Physician Care of Tampa Bay, Inc.

PhyCor of Vero Beach, Inc.

St. Petersburg Medical Clinic, Inc.

02 AUG - 1 PM 14: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Profit

Amendment

Merger

Nonprofit

Foreign

Dissolution/Withdrawal

Mark

Reinstatement

Limited Partnership

Annual Report

Other

LLC

Name Registration

Change of RA

Fictitious Name

UCC

Certified Copy

Photocopies

CUS

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

02 JUL 30 PM 12: 22
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/30/02

Order#: 5503275

100006761211--8

-07/30/02--01050--001

Ref#: ****175.00 ****175.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coullatte AUG 02 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST PHYSICIAN CARE OF SOUTH FLORIDA, INC., a Florida corporation,
P94000062000
FIRST PHYSICIAN CARE OF TAMPA BAY, INC., a Florida corporation,
P94000008578
PHYCOR OF VERO BEACH, INC., a Florida corporation, K38876
ST. PETERSBURG MEDICAL CLINIC, INC., a Florida corporation, 603332

INTO

AVETA HEALTH, INC., a Tennessee entity not qualified in Florida.

File date: August 1, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: FIRST PHYSICIAN CARE OF SOUTH FLORIDA, INC.
Ref. Number: P94000062000

RECEIVED
02 AUG -2 AM 11:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for FIRST PHYSICIAN CARE OF SOUTH FLORIDA, INC. and check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2001 annual report/uniform business report. The entity must be reinstated before this document can be filed.

There are two of these corporation which are dissolved, the other one is First Physician Care of Tampa Bay, Inc. dissolved in 2001 also. These corporations will have to be active to follow through with the merger as planned.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 802A00045962

*These should now be reinstated.
Please back-date if possible.*

Truly

ARTICLES OF MERGER

MERGING

**ALL OF THE SUBSIDIARIES IDENTIFIED
ON SCHEDULE 1 TO EXHIBIT A HERETO
(each a Florida corporation)**

WITH AND INTO

**AVETA HEALTH, INC.
(a Tennessee corporation)**

FILED
02 AUG - 1 PM 4: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 48-21-105(a)(1) of the Tennessee Business Corporation Act, **AVETA HEALTH, INC. f/k/a PHYCOR, INC.**, a Tennessee corporation ("Parent"), hereby adopts the following Articles of Merger with respect to the merger of each of the corporations identified on Schedule 1 to Exhibit A hereto (each a "Sub") with and into Parent:

1. Parent is the direct or indirect owner of all of the outstanding shares of common stock of each Sub.
2. Effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida, each Sub shall be merged with and into Parent, and Parent shall be the surviving corporation.
3. The Board of Directors adopted the Plan and Agreement of Merger attached hereto as Exhibit A by virtue of its approval on January 22, 2002 of Parent's Joint Reorganization Plan filed with the United States Bankruptcy Court for the Southern District of New York.
4. Neither the shareholders of Parent, nor the shareholders of any Sub, nor the Board of Directors of any Sub is required to approve the merger.
5. The merger is permitted by Tennessee law, and all actions required under Tennessee law to effect the merger have been taken.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of
Parent as of July 30, 2002.

AVETA HEALTH, INC.

By: _____

Name: Tarpley B. Jones

Title: President

EXHIBIT A

PHYCOR, INC.

PLAN AND AGREEMENT OF MERGER

A. Parent directly or indirectly owns 100% of the outstanding voting shares, units of limited partnership and membership interests, respectively, of each of the corporations, limited partnerships and limited liability companies identified on Schedule 1 hereto (each a "Sub").

B. Each Sub shall be merged with and into Parent, and Parent shall be the surviving entity.

C. All of the estate, property, rights, privileges, powers, and franchises of each Sub shall be vested in Parent as fully and entirely and without change as the same were held by such Sub in its name, and Parent shall assume all of the obligations of each Sub.

D. Parent shall cause to be executed and filed all documents and certificates, and will cause to be performed all other acts, as shall be necessary to effect the merger of each Sub with and into Parent.

E. Effective upon the filing of an appropriate instrument of merger with the Secretary of State of Tennessee and each Sub's state of incorporation, organization or formation, (a) such Sub shall be merged with and into Parent, and Parent shall be the surviving entity, and (b) the outstanding capital stock of Parent immediately prior to the merger shall remain outstanding and unchanged, and the outstanding capital stock (or units or membership interests, in the case of a limited partnership or limited liability company, respectively) of such Sub immediately prior to the merger shall be cancelled for no consideration.

SCHEDULE 1

First Physician Care of South Florida, Inc.
First Physician Care of Tampa Bay, Inc.
PhyCor of Vero Beach, Inc.
St. Petersburg Medical Clinic, Inc.