

P94000079868



ACCOUNT NO. : 072100000032

REFERENCE : 084814 4307842

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 084814-005

CUSTOMER NO: 4307842

CUSTOMER: Ms. Haley Watkins
Martin Ade Birchfield &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

EFFECTIVE DATE
1/1/99

RECEIVED

98 DEC 31 11:10:43

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 31 PM 3:32

ARTICLES OF MERGER

SCOTT J. TRIMAS, M.D., P.A.

INTO

EAR, NOSE & THROAT ASSOCIATES,
P.A.

200002727712--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

merger
SP 1/2/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SCOTT J. TRIMAS, M.D., P.A., a FL corp., P96000000714

INTO

FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, P.A., a Florida
corporation, P94000079868.

File date: December 31, 1998 , effective January 1, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

RESUBMIT

CSC
Attn: Christopher Smith
Tallahassee, FL

**Please give original
submission date as file date.**

SUBJECT: FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, INC.
Ref. Number: P94000079868

We have received your document for FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the surviving corporation in this merger was changed on August 28, 1998 to FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, INC. and is no longer a professional association as of that date.

Pursuant to Chapter 621 a professional association can merge only with another professional association rendering the same specific professional service.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 799A00000045

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 3:32

98-12-31 4:00:37
DIVISION OF CORPORATIONS

EFFECTIVE DATE
1/1/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 31 PM 3:32

ARTICLES AND PLAN OF MERGER
OF SCOTT J. TRIMAS, M.D., P.A.
WITH AND INTO
FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, P.A.

Scott J. Trimas, M.D., P.A., a Florida professional association, and Facial Plastic & ENT Surgical Associates, P.A., a Florida professional association (collectively the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging Scott J. Trimas, M.D., P.A., with and into Facial Plastic & ENT Surgical Associates, P.A.

ARTICLE I.

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Scott J. Trimas, M.D., P.A., a Florida professional association; and
- (b) Facial Plastic & ENT Surgical Associates, P.A., a Florida professional association.

ARTICLE II.

APPROVAL OF PLAN OF MERGER

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

- (a) By written consent of all of the members of the Board of Directors and a majority of the shareholders of Scott J. Trimas, M.D., P.A., dated as of May 13, 1998; and

(b) By written consent of all of the members of the Board of Directors and a majority of the shareholders of Facial Plastic & ENT Surgical Associates, P.A., dated as of May 13, 1998.

ARTICLE III.

PLAN OF MERGER

3.1 At and as of the Effective Date (as defined in Section 3.6, below), Scott J. Trimas, M.D., P.A. shall merge with and into Facial Plastic & ENT Surgical Associates, P.A. (the "Surviving Corporation"), whose name shall become Facial Plastic & ENT Surgical Associates, P.A.

3.2 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of Scott J. Trimas, M.D., P.A., by virtue of the Merger and without any action on the part of the holder thereof, shall be automatically converted into the right to receive a pro rata amount of the Merger Consideration, as that term is defined in Section 2.4(c) of the Merger Agreement between Scott J. Trimas, M.D., P.A., and the Surviving Corporation dated as of May 13, 1998.

b) At and as of the Effective Date, each authorized but unissued share of common stock of Scott J. Trimas, M.D., P.A., if any, shall be canceled and extinguished by virtue of the Merger and no Merger Consideration shall be issued with respect thereto.

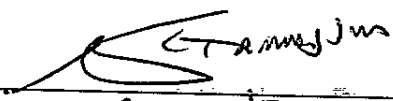
3.4 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of Scott J. Trimas, M.D., P.A., as set forth in the Merger Agreement.

3.5 At and as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as set forth on Exhibit "A" of this Plan of Merger and by this reference made a part hereof.

3.6 The merger of Scott J. Trimas, M.D., P.A., with and into the Surviving Corporation, shall be effective upon the later of January 1, 1999 or the filing of these Articles and Plan of Merger with the Florida Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of Scott J. Trimas, M.D., P.A., and Ear, Nose & Throat Associates, P.A., respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and shareholders of each corporation.

SCOTT J. TRIMAS, M.D., P.A., a Florida
professional association

By: 
Its: President

FACIAL, PLASTIC & ENT SURGICAL ASSOCIATES, P.A.,
a Florida professional association

By: Laurence M. Fisher
Its: President

EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FACIAL PLASTIC & ENT SURGICAL ASSOCIATES, P.A.

The Amended and Restated Articles of Incorporation of Facial Plastic & ENT Surgical Associates, P.A. a Florida professional association, are as follows:

ARTICLE I.
NAME

The name of this corporation is Facial Plastic & ENT Surgical Associates, P.A.

ARTICLE II.
PURPOSE

This corporation is organized for the purpose of rendering professional medical services and engaging in and transacting all other business not in conflict with said purpose as may be permitted under the laws of the state of Florida.

ARTICLE III.
PROFESSIONAL CORPORATION RESTRICTIONS

This corporation shall be a professional corporation governed by the provisions of Chapter 621, Florida Statutes. This corporation shall not issue its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional medical services. No shareholder of this corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock. No shareholder of this corporation may sell or transfer his or her shares of capital stock of this corporation except to an individual or entity that is eligible under the provisions of Chapter

621, Florida Statutes, to be a shareholder of a professional corporation providing medical services. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

ARTICLE IV.
PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 4130 Salisbury Road, Suite 1900, Jacksonville, Florida 32216.

ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

The registered office of this corporation in the State of Florida is 4130 Salisbury Road, Suite 1900, Jacksonville, Florida 32216. The name of the registered agent of this corporation at that address is Lawrence A. Lisska, M.D. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII.
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

Lawrence A. Lisska, M.D.
4130 Salisbury Road, Suite 1900
Jacksonville, Florida 32216

ARTICLE VIII.
INDEMNIFICATION

The corporation shall indemnify any director, officer, employee, or other authorized agent of the corporation to the fullest extent permissible under the Florida Business Corporation Act as presently enacted or hereafter amended.

ARTICLE IX.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.