

845000014983

TRANSMITTAL LETTER

RECEIVED

95 FEB 22 PM 3:08

DIVISION OF CORPORATION

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600001412836  
-02/22/95--01058--018  
\*\*\*131.25 \*\*\*131.25

SUBJECT: Coventry Acquisition of Florida, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

Thomas F. Panza

Name (printed or typed)

3081 East Commercial Boulevard

Address

Fort Lauderdale, Florida 33308

City, State & Zip

305-491-4000

Daytime Telephone number

*2/22/95*  
*[Signature]*

*Well  
Wait*

NOTE: Please provide the original and one copy of the articles.

## **ARTICLES OF INCORPORATION**

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### **ARTICLE I    NAME**

The name of the corporation shall be:

Coventry Acquisition of Florida, Inc.

### **ARTICLE II    PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3081 East Commercial Boulevard  
Fort Lauderdale, Florida 33308

### **ARTICLE III    SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One-hundred shares

### **ARTICLE IV    INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Thomas F. Panza  
3081 East Commercial Boulevard  
Fort Lauderdale, Florida 33308

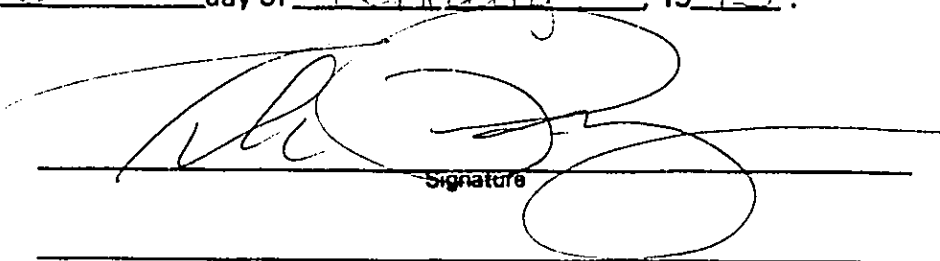
**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Thomas F. Panza, Esq.  
3081 East Commercial Boulevard  
Fort Lauderdale, Florida 33308

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of February, 1995.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Articles of Incorporation  
Filing Fee - \$35**

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Coventry Acquisition of Florida, Inc.

\_\_\_\_\_

2. The name and address of the registered agent and office is:

Thomas F. Panza

(Name)

3081 East Commercial Boulevard

(P.O. Box not acceptable)

Fort Lauderdale, Florida 33308

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

2/22/95  
(Date)

P95000014983

THOMAS F. PANZA  
SUSAN HOROVITZ MAURER  
ZOLLIE M. MAYNARD, JR.  
SAMUEL R. NEEL, III  
BARTLEY C. MILLER  
SHIRLEY B. FISCHLER  
SEANN MICHAEL FRAZIER  
JENNIFER KUJAWA GRANER  
PATRICK SHAWN SPELLACY  
HEIDI F. GREENHUT  
MARK ANTHONY EMANUELE

3081 EAST COMMERCIAL BOULEVARD  
FORT LAUDERDALE, FLORIDA 33308  
TELEPHONE (305) 491-4000  
FAX (305) 771-9605

TALLAHASSEE OFFICE  
218 SOUTH MONROE STREET  
SUITE 320  
TALLAHASSEE, FLORIDA 32301  
(904) 681-0980  
FAX (904) 681-0983

PLEASE REPLY TO FORT LAUDERDALE

OF COUNSEL  
GENE "HAL" JOHNSON  
WILLIAM C. OWEN

GOVERNMENTAL RELATIONS  
CHARLOTTE C. MATHER  
NOT A MEMBER OF FLA BAR

April 3, 1995

300001450373  
-04/07/95--01031--003  
\*\*\*\*131.25 \*\*\*\*131.25

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

*Merger*

Re: Coventry Acquisition of Florida, Inc. (surviving corporation)  
and Coventry Acquisition Corporation (disappearing corporation)  
Articles of Merger

FILED  
95 APR -4 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Along with this letter I hand you the following documents:

1. Original executed Agreement and Plan of Merger with respect to the above-referenced matter;
2. Original executed Articles of Merger with respect to the above-referenced matter;
3. Our firm check in the amount of \$131.25 for filing fees and costs.

It is my understanding that the cost for filing the Articles of Merger is \$35.00 per corporation. Additionally, I would like a certified copy of the recorded documents (\$52.50) and a Certificate of Seal (\$8.50).

Should you have any questions or problems, please do not hesitate to contact me.

Sincerely,

MARK A. EMANUELE

MAE/st  
Enc.

FACILIENT00258051121 DIV-CORP.LTR

W.P. VO

*Will wait*

4/11/95  
DIT  
DIT  
DIT  
DIT  
DIT

*Mark A. Emanuele*  
4/11/95  
131.25  
131.25

**P95000014983**

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COVENTRY ACQUISITION CORPORATION, a Tennessee corporation not  
authorized to transact business in Fla.

INTO

COVENTRY ACQUISITION OF FLORIDA, INC., a Florida corporation,  
P95000014983

File date: April 4, 1995

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER<sup>95</sup>**  
of  
**Coventry Acquisition of Florida, Inc., a Florida corporation**  
and  
**Coventry Acquisition Corporation, a Tennessee corporation**

FILED  
APR -4 1995  
2:42  
SECRETARY OF STATE  
TENNESSEE  
NASHVILLE

Pursuant to §607.1105 of the Florida Business Corporation Act (the "FBCA") and §48-21-107 of the Tennessee Business Corporation Act (the "TBCA"), Coventry Acquisition of Florida, Inc., a Florida corporation, and Coventry Acquisition Corporation, a Tennessee corporation, adopt the following Articles of Merger:

1. An Agreement and Plan of Merger ("Plan of Merger") was duly approved by the Board of Directors and shareholders of Coventry Acquisition Corporation on March 30, 1995, and by the Board of Directors of Coventry Acquisition of Florida, Inc. on March 30, 1995. Approval of the Plan of Merger is not required by the shareholders of Coventry Acquisition of Florida, Inc. pursuant to §607.1103(7) and §607.1103(1) of the FBCA.
2. The laws of the state under which each corporation is organized permit such a merger.
3. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein, as if fully set forth.
4. The Merger will become effective upon the last to occur of the filing of these Articles of Merger with the Secretary of State of Florida and with the Secretary of State of Tennessee.

IN WITNESS WHEREOF, the parties have set their hands this 30<sup>th</sup> day of March, 1995.

COVENTRY ACQUISITION CORPORATION,

By: Philip Hertik  
Philip Hertik, President

COVENTRY ACQUISITION OF FLORIDA,  
INC.

By: Philip Hertik  
Philip Hertik, President

## AGREEMENT AND PLAN OF MERGER

Merger between Coventry Acquisition of Florida, Inc., a Florida corporation (the "Surviving Corp."), and Coventry Acquisition Corporation, a Tennessee corporation (the "Disappearing Corp."), collectively the "Constituent Corporations"). The Merger is being effected pursuant to this Agreement and Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "FBCA") and §48-21-102 *et seq.* of the Tennessee Business Corporation Act (the "TBCA").

1. **Merger.** Coventry Acquisition Corporation shall merge with and into Coventry Acquisition Florida, Inc., which shall be the Surviving Corp.
2. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
3. **Bylaws.** The Bylaws of the Surviving Corporation in effect immediately prior to the merger shall continue to be its Bylaws following the Effective Date of the merger.
4. **Directors and Officers.** The directors and officers of the Surviving Corporation, on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corp. for the full unexpired terms of their offices and until their successors have been elected or appointed or qualified.
5. **Conversion of Capital Stock.** At the Effective Time, each issued and outstanding share of common stock of Disappearing Corp., by virtue of the Merger and without any action on the part of the holders thereof, shall be converted into one share of the common stock of Surviving Corp. The stock transfer books of Disappearing Corp. shall thereafter be closed and no transfer of shares of Disappearing Corp. shall be made, after the Effective Time, outstanding certificates of Disappearing Corp., if any, shall be surrendered to the Secretary of Surviving Corp. and new certificates representing the appropriate number of shares of Surviving Corp. common stock shall be issued.
6. **Fractional Shares.** Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount equal to the value of such fraction based on the market value of the common stock of the Effective Date of the Merger.
7. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions,



liabilities, disabilities and duties, all as more particularly set forth in §607.1106 of the FBCA and §48-21-108 of the TBCA.

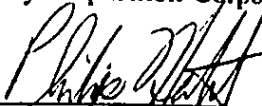
8. **Supplemental Action.** If any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., 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 Surviving Corp., or to otherwise carry out the provisions of this Plan.

9. **Effective Date.** This Agreement and Plan of Merger shall become effective immediately upon the last to occur of the filing of the Articles of Merger in the office of the Secretary of State of Tennessee and the filing of the Articles of Merger with the Secretary of State of Florida, (the "Effective Date").

10. **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.

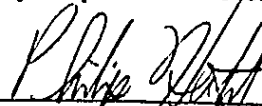
11. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument. Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by the respective secretaries pursuant to the authorization of their respective Board of Directors on the date first above written.

Coventry Acquisition Corporation

By:   
Philip Hertik, President

By:   
Shirley Smith, Secretary

Coventry Acquisition of Florida, Inc.

By:   
Philip Hertik, President

By:   
Shirley Smith, Secretary

#352631.01

**P450000014983**

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

COVENTRY ACQUISITION OF FLORIDA, INC., a Florida corporation  
P95000014983

INTO

HEALTHCARE USA, INC., a Florida corporation, V58790.

File date: July 28, 1995

Corporate Specialist: Annette Hogan