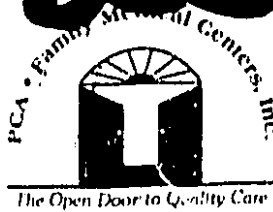


P95000020277



March 9, 1995

Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

10000014259101  
10000014259101  
10000014259101

Gentlemen:

Enclosed please find our check in the amount of \$122.50 and two original Articles of Incorporation of Physicians Medical Group of Florida, Inc. for filing with the Secretary of State. Please return one original certified copy of the Articles of Incorporation back to our office in the enclosed Federal Express envelope.

Also, be advised that we previously filed a name reservation for this corporation. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

  
Alberto Antonio Rodriguez  
Corporate Counsel

AAR:ta

encl.

al:corporate@fla.gov

FILED  
95 MAR 10 09 10 09  
TALLAHASSEE, FL  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS MEDICAL GROUP OF FLORIDA, INC.**

FILED  
95 MAR 10 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is Physicians Medical Group of Florida, Inc. and its address is 5835 Blue Lagoon Drive, Dade County, Miami, Florida 33126.

**ARTICLE II. DURATION**

The duration of the corporation is perpetual.

**ARTICLE III. NATURE OF BUSINESS**

The nature of the business is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida as presently in effect or as it may hereafter be amended.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is 100,000 shares of common stock having a par value of \$.01 per share and 100,000 shares of preferred stock having a par value of \$1.00 per share. Preferred stock may be issued by the Board of Directors of the corporation from time to time, with dividend rights, voting rights, liquidation, preferences, redemption prices, conversion and exchange rights and other rights and preferences as set forth below:

(a) The corporation's preferred stock shall be designated and known as Series A Preferred Shares (hereinafter "Series A Shares").

(b) The holders of Series A Shares shall be entitled to receive cumulative dividends, when and as declared by the Board of Directors, out of any assets legally available therefore, at the rate of 12% per year and no more, payable on the anniversary date of the issuance of such Series A Shares, each year. Such dividends shall (i) accrue from the date of issuance of the Series A Shares, whether or not earned or declared, (ii) be payable before any dividend on common shares are paid or declared and set apart, and (iii) be cumulative, so that if dividends required to be paid under this clause on outstanding Series A Shares have not been declared, paid

or set apart for any year or years, the amount of the deficiency shall first be fully paid or declared and set apart for payment, but without interest, before any distribution, by dividend or otherwise, is declared, paid on, or set apart for the common shares. After all of the dividends on the Series A Shares due to be paid under this clause have been declared and either paid or set apart for payment, dividends may then be declared and paid on, or set apart for the common shares at the discretion of the Board of Directors.

(c) On any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, before any distribution of cash or other assets is made to the holder of common shares, the holders of Series A Shares shall be paid an amount equal to two hundred dollars (\$200.00) per share plus all accrued and unpaid dividends. After these amounts have been paid to or properly set apart for the holders of Series A Shares, the remaining assets and funds of the corporation shall be divided and distributed ratably among the holders of the common shares. In the event that the assets of the corporation are sufficient to permit full payment to the holders of the Series A Shares as herein provided, then such assets shall be distributed among the outstanding Series A Shares. A merger of the corporation with or into any other corporation or sale of all or substantially all the assets of the corporation shall not be deemed a liquidation, dissolution or winding up of the corporation within the meaning of this paragraph (c).

(d) Series A Shares shall be redeemed by the corporation if called for redemption at the option of the Board of Directors, at any time, from time to time, in whole or in part, upon not less than thirty (30) days written notice to holders of Series A Shares at the shareholder's address as shown on the corporation's records.

Upon redemption, the corporation shall pay in cash two hundred dollars (\$200.00) per share plus all accrued and unpaid dividends on each redeemed share to and including the date of redemption, the sum of which is called the "redemption price".

The written redemption notice to holders of the Series A Shares shall be given by first-class mail, postage prepaid and shall state: (i) the series to be redeemed and whether all or fewer than all of the outstanding shares of the series are to be redeemed, (ii) the date fixed for redemption, (iii) the redemption price, and (iv) the place of payment of the redemption price. If fewer than all of the outstanding Series A Shares are to be redeemed, the redemption shall be on a pro rata basis, as designated by the Board of Directors. No Series A Shares may be redeemed, however, unless all accrued dividends for all periods to and including the current period on all outstanding Series A Shares have been paid, except that dividends for the current period shall not be paid for the Series A Shares being redeemed.

On or before the date fixed for redemption, each holder of Series A Shares to be redeemed shall surrender the certificates representing these Series A Shares to the corporation at the place designated for payment in the redemption notice and shall then be entitled to receive payment of the redemption price. If fewer than all the Series A Shares represented by any of the surrendered certificates are redeemed, new certificates representing the unredeemed Series A shares shall be issued.

If the redemption notice is given in the manner provided in this paragraph (d), and if on the redemption date the redemption price is available for payment, whether or not the certificates covering these Series A Shares are surrendered, all rights with respect to the redeemable Series A Shares shall terminate except the rights of the holders to receive the redemption price without interest on the surrender of the certificates.

(e) Each share of the Series A Shares shall have the same voting rights as one common share of the corporation.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation is 5835 Blue Lagoon Drive, Miami, Florida 33126, and the initial registered agent of this corporation at such office is Alberto A. Rodriguez.

#### **ARTICLE VI. DIRECTORS**

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is four (4). The names and addresses of the persons who are to serve as the members of the initial Board of Directors are:

E. Stanley Kardatzke, M.D.  
5835 Blue Lagoon Drive  
Miami, Florida 33126

Clifford W. Donnelly  
5835 Blue Lagoon Drive  
Miami, Florida 33126

Peter E. Kilissanly  
5835 Blue Lagoon Drive  
Miami, Florida 33126

Elias A. Hourani, M.D.  
5835 Blue Lagoon Drive  
Miami, Florida 33126

## ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Alberto A. Rodriguez  
5835 Blue Lagoon Drive  
Miami, Florida 33126

**Executed by the undersigned on the 9th day of March, 1995.**

Alberto A. Rodríguez

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, personally appeared Alberto A. Rodriguez to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 9th day of March, 1995.

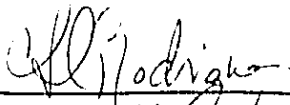


NOTARY PUBLIC

**My Commission Expires:**

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Alberto A. Rodriguez  
Registered Agent

FILED  
95 MAR 10 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Foley + Lardner*  
**P9 50000 20277**  
 Address \_\_\_\_\_  
 202-6100  
 City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

600002005876--8  
 -11/15/96--01056--019  
 \*\*\*\*140.00 \*\*\*\*\*35.00

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
 96 OCT 31 PM 2:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- ☒ Walk in    ☒ Pick up time **3:30**    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Told Sister  
 to give permission  
 to add title to name  
 of person signing as  
 officer & corp.*

RECEIVED  
 96 OCT 31 AM 11:24  
 DIVISION OF CORPORATION

*RA  
 Change  
 10-31-96*

*DC*

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida:

1. The name of the corporation is Physicians Medical Group of Florida, Inc.
2. The street address of its present registered office is:  
5835 Blue Lagoon Drive, Suite 200  
Miami, Florida 33126
3. The street address of its new registered office is:  
c/o FPA Medical Management, Inc.  
6855 South Red Road, Suite 500  
Coral Gables, FL 33143-3632
4. The name of its present registered agent is Alberto A. Rodriguez
5. The name of its new registered agent is Nancy K. Watkin
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

FILED  
96 OCT 31 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated October 29, 1996.

SIGNATURE: 

(President or Vice President)

*Bryan Barnard - Executive Director*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF A REGISTERED AGENT.

SIGNATURE: 

(Registered Agent)

DATE: October 29, 1996



Document Number Only

P95000020277

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 272-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002200144--7

08/13/97--01089--005

\*\*\*\*\*35.00 \*\*\*\*\*35.00

RA  
Change

Physicians medical Group of FL, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☒ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

FILED  
97 AUG 13 AM 10:14  
TALLAHASSEE, FLORIDA

Name	8/13/97
Availability	
Document Examiner	1014
Updater	1014
Verifier	1014
Acknowledgment	1014
W.P. Verifier	1014

AUG 13 1997

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

RECEIVED  
97 AUG 13 PM 1:11  
DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PHYSICIANS MEDICAL GROUP OF FLORIDA, INC.

1b. Date of incorporation March 10, 1995 Document number P95000020277

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

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James A. Lebovitz

SIGNATURE

August 6, 1997

DATE

James A. Lebovitz, Senior Vice President  
and Secretary

Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: M Fitzpatrick

C T CORPORATION SYSTEM

(Registered Agent)

DATE August 12, 1997

M Fitzpatrick, Asst. Sec.

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

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00

P95000020277

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

STERLING MEDICAL GROUP OF FLORIDA, INC., a Florida corporation,  
P94000061126

INTO

PHYSICIANS MEDICAL GROUP OF FLORIDA, INC., a Florida corporation,  
P95000020277.

File date: September 16, 1997

Corporate Specialist: Joy Moon-French

# P95000020277

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

000002294310--4  
-09/16/97--01044--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Sterling Medical Group of Florida, Inc.*  
*merging with 6 into*  
*Physicians Medical Group of Florida, Inc.*

FILED  
97 SEP 16 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merge       |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out              |   |   |

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

SEP 16 1997

9/16  
*Jon Merger*

RECEIVED  
97 SEP 16 AM 11:09  
DIVISION OF CORPORATION

**ARTICLES OF MERGER  
OF  
STERLING MEDICAL GROUP OF FLORIDA, INC.  
AND  
PHYSICIANS MEDICAL GROUP OF FLORIDA, INC.,  
Florida corporations**

**FILED**  
97 SEP 16 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

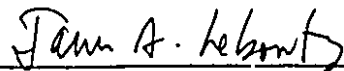
Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger as of September 8, 1997, for the purpose of effecting a merger in accordance with the applicable provisions of the Act.

1. An Agreement and Plan of Merger (the "Merger Agreement") by and between Sterling Medical Group of Florida, Inc., a Florida corporation ("Sterling") (the "Disappearing Corporation"), and Physicians Medical Group of Florida, Inc., a Florida corporation ("Physicians"), dated as of September 8, 1997, provides for the merger (the "Merger") of the Disappearing Corporation with and into Physicians, with Physicians surviving the Merger, all as set forth more particularly in the Merger Agreement attached hereto.


2. The effective date and time of the Merger shall be the date and time these articles of merger are filed with the Secretary of State of the State of Florida.

3. The Board of Directors and the shareholders of the Disappearing Corporation and of Physicians adopted the Merger Agreement on September 9, 1997.

Sterling Medical Group of Florida, Inc.

  
\_\_\_\_\_  
James A. Lebovitz, Vice President and  
Secretary

Physicians Medical Group of Florida, Inc.

  
\_\_\_\_\_  
James A. Lebovitz, Senior Vice President and  
Secretary

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 8, 1997, is made and entered into by and between Sterling Medical Group of Florida, Inc., a Florida corporation ("Sterling") (the "Disappearing Corporation"), and Physicians Medical Group of Florida, Inc., a Florida corporation ("Physicians") (individually, a "Corporation" and collectively, the "Corporations").

### **WITNESSETH:**

WHEREAS, the respective Boards of Directors of the Corporations deem it advisable and in the best interests of such Corporations and their respective shareholders that the Disappearing Corporation merge with and into Physicians as the surviving corporation (the "Merger");

WHEREAS, the respective Boards of Directors of the Corporations have duly approved the Merger Agreement providing for the Merger as authorized by the Florida Business Corporation Act ("FBCA"); and

WHEREAS, Sterling is a wholly owned subsidiary of Sterling Healthcare Group, Inc. and Physicians is a wholly owned subsidiary of FPA Medical Management of Florida, Inc.

NOW, THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained and for the purpose of setting forth the terms and conditions of such Merger and such other details and provisions as are deemed necessary or proper, the parties hereto have agreed and do hereby agree, subject to the conditions hereinafter set forth, as follows:

### **Article 1 The Corporations**

1.1 Sterling is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 1,000 shares, of which 100 shares are issued and outstanding as of the date hereof.

1.2 Physicians is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 100,000 common and 100,000 preferred (Series A) shares, of which 100,000 common shares are issued and outstanding as of the date hereof.

**Article 2**  
**Terms and Conditions of Merger**

2.1 The Merger shall become effective as of the date and time (the "Effective Time") that the Secretary of State of the State of Florida has accepted for filing the properly executed Articles of Merger of the Corporations and has issued a certificate of merger.

2.3 At the Effective Time:

(a) The Disappearing Corporation shall be merged with and into Physicians and Physicians shall be and is designated herein as the "Surviving Corporation."

(b) The separate corporate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall thereafter cause to be filed in the jurisdiction of incorporation and other jurisdictions in which the Disappearing Corporation is qualified to do business such documents and instruments as are necessary or desirable to evidence such fact.

(c) The separate corporate existence of Physicians, with all of its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, power and franchises, whether public or private in nature, of the Disappearing Corporation and be subject to all the restrictions, disabilities and duties of the Disappearing Corporation; and all and singular, the rights, privileges, powers and franchises of the Disappearing Corporation, and all property, real, personal and mixed, and all debts due to the Disappearing Corporation on whatever account, as well as all other things in action of or belonging to the Disappearing Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter effectually be the property of the Surviving Corporation to the same extent they were property of the Disappearing Corporation, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida, in the Disappearing Corporation, shall not revert or be in any way impaired by reason of the FBCA; but all rights of creditors and all liens upon any property of the Disappearing Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thence forth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

2.3 If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation (or any successor or assign thereof) the title to any property of the Disappearing Corporation acquired or to be acquired by or as a result of the Merger, the officers or any of them and directors of such Disappearing Corporation shall execute and deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the Merger and terms of the Merger Agreement.

### **Article 3**

#### **Treatment of the Shares of the Corporations**

3.1 The issued and outstanding capital shares of the Disappearing Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but each such capital share which is issued and outstanding as of the Effective Time shall be surrendered and extinguished.

### **Article 4**

#### **Conditions of Closing**

4.1 The consummation of the Merger is subject to the approval of the principal terms of the Merger Agreement and the Merger contemplated hereby by the shareholders of each Corporation.

### **Article 5**

#### **General**

5.1 At any time prior to the Effective Time, the Merger Agreement may be terminated by written instrument signed by the parties hereto.

5.2 For the convenience of the parties, any number of counterparts of the Merger Agreement may be executed, and each such counterpart shall be deemed to be an original instrument and all such counterparts together shall be considered one instrument.

5.3 The Merger Agreement cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

5.4 The Merger Agreement shall be binding upon the parties hereto and upon their respective successors and assigns.

5.5 The Merger Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to the conflicts of laws principles thereof.



IN WITNESS WHEREOF, each corporation has caused the Merger Agreement to be executed, all as of the date first above written.

Sterling Medical Group of Florida, Inc.

James A. Lebovitz

James A. Lebovitz, Vice President and  
Secretary

Physicians Medical Group of Florida, Inc.

James A. Lebovitz

James A. Lebovitz, Senior Vice President and  
Secretary

Merger.FL9