

P95000080909

Florida Department of State  
Division of Corporations  
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From: Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE  
Account Number : 105543000740  
Phone : (904) 798-3700  
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MERGER OR SHARE EXCHANGE  
SOUTHEAST CARDIOVASCULAR GROUP, P.A.

Certificate of Status	0
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File as  
of 12/29-

merger

S. PAYNE JAN 4 - 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING:

FLORIDA THORACIC & CARDIOVASCULAR ASSOCIATES, P.A., a Florida  
corp., S97952

INTO

SOUTHEAST CARDIOVASCULAR GROUP, P.A., a Florida entity,  
P95000080909.

File date: December 29, 2000 , effective January 1, 2001

Corporate Specialist: Susan Payne

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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RECEIVED  
00 DEC 29 PM 3:53  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 2, 2001

SOUTHEAST CARDIOVASCULAR GROUP, P.A.  
DILLON PROFESSIONAL BUILDING  
1820 BARRS STREET - SUITE 715  
JACKSONVILLE, FL 32204

SUBJECT: SOUTHEAST CARDIOVASCULAR GROUP, P.A.  
REF: P95000080909

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The articles of merger give an effective date of December 31, 2000 and the plan of merger indicates an effective date of January 1, 2001. Which date is to be used? Please correct.

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

FAX Aud. #: H00000067847  
Letter Number: 601A00000150

*ATTN: Susan  
Thanks for your help.  
Call me if questions.  
Linda Dine  
904-558-8217*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H00000067847

## ARTICLES OF MERGER

of

**FLORIDA THORACIC & CARDIOVASCULAR ASSOCIATES, P.A.**  
a Florida professional corporation

with and into

**SOUTHEAST CARDIOVASCULAR GROUP, P.A.**  
a Florida professional corporation

EFFECTIVE DATE  
1/1/01

FILED  
00 DEC 29 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the following Articles of Merger are adopted by Florida Thoracic & Cardiovascular Associates, P.A., a Florida professional corporation ("FTACA"), and Southeast Cardiovascular Group, P.A., a Florida professional corporation ("SCG").

1. FTACA and SCG are both Florida professional corporations.
2. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between FTACA and SCG is attached hereto as Exhibit A and incorporated herein by reference.
3. The Plan of Merger is on file at the office of the Surviving Corporation (SCG) at the principal office address of 1820 Barrs Street, Suite 715, Jacksonville, Florida 32204. The Plan of Merger will be provided to each constituent corporation.
4. Pursuant to the Plan of Merger, FTACA shall be merged with and into SCG and SCG shall be the surviving corporation.
5. The Plan of Merger was approved and adopted by all of the shareholders and directors of FTACA and by all of the shareholders and directors of SCG on December 29, 2000, and in each case effective as of January 1, 2001, in accordance with each corporation's articles of incorporation, bylaws and applicable law. The number of votes cast by the shareholders of each constituent corporation was sufficient for approval.

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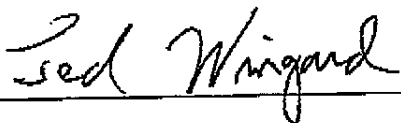
904-788-3730

T-711 P.004/010 F-394

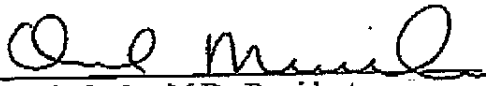
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 29th day of December, 2000.

FLORIDA THORACIC & CARDIOVASCULAR  
ASSOCIATES, P.A., a Florida professional  
corporation

By:   
Name:  
Title

SOUTHEAST CARDIOVASCULAR GROUP, P.A.,  
a Florida professional corporation

By:   
Derek Muehrcke, M.D., President

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**Agreement And Plan Of Merger**  
**Of**  
**FLORIDA THORACIC & CARDIOVASCULAR ASSOCIATES, P.A.**  
a Florida professional corporation  
**with and into**  
**SOUTHEAST CARDIOVASCULAR GROUP, P.A.**  
a Florida professional corporation

This Agreement and Plan of Merger, dated December 29, 2000 to be effective as of January 1, 2001, made by and between Florida Thoracic & Cardiovascular Associates, P.A., a Florida professional corporation ("FTACA"), and Southeast Cardiovascular Group, P.A., a Florida professional corporation ("SCG" and, collectively with "FTACA", the "Constituent Corporations").

**WITNESSETH:**

WHEREAS, FTACA desires to merge with and into SCG with SCG being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations have determined it to be in their best interests to effect the Merger in accordance with Section 607.1107 of the Florida Business Corporation Act (the "Act").

NOW THEREFORE, in consideration of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

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**ARTICLE I****THE MERGER**

1. The term "Effective Date" shall mean the later of January 1, 2001 or the date the Articles of Merger are filed with the State of Florida, Department of State.

2. On the Effective Date, FTACA shall be merged with and into SCG. The separate existence of FTACA shall cease as of the Effective Date and the existence of SCG shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private, nature and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

**ARTICLE II****EFFECTS OF THE MERGER**

As of the Effective Date, SCG shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of FTACA, and shall be responsible and liable for all liabilities and obligations of FTACA, all as more particularly set forth in Section 607.1106 of the Act.

The Articles of Incorporation of SCG in effect immediately prior to the Effective Date shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

**ARTICLE III****TERMS OF THE TRANSACTION:  
CONVERSION OF AND PAYMENT FOR SHARES**

1. FTACA currently has issued and outstanding the following shares:

<u>Shareholder Name</u>	<u>Number of Shares</u>
Theodore Wingard, M.D.	100
Charles Cousar, M.D.	100
Richard Agnew, M.D.	100
Kenneth Koster, M.D.	100
Michael Bluett, M.D.	100

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2. SCG currently has issued and outstanding the following shares:

<u>Shareholder Name</u>	<u>Number of Shares</u>
Mark Mostovych, M.D.	114
Derek Muehrcke, M.D.	114
Raymond Lee, M.D.	114
Robert Still, M.D.	114
Alfred Harding, M.D.	42.72

3. Each share (or fraction thereof) of FTACA's Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into 1.0667 shares of the presently authorized and unissued shares of the common stock of SCG and each issued and outstanding share of FTACA shall be cancelled. Each share of SCG's Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into 0.9357 shares of the presently authorized and unissued shares of the common stock of SCG. Accordingly, as of the Effective Date, all of the FTACA shares shall be cancelled and the outstanding shares of SCG shall be as follows:

<u>Shareholder Name</u>	<u>Number of Shares</u>
Theodore Wingard, M.D.	106.67
Charles Cousar, M.D.	106.67
Richard Agnew, M.D.	106.67
Kenneth Koster, M.D.	106.67
Michael Bluett, M.D.	106.67
Mark Mostovych, M.D.	106.67
Derek Muehrcke, M.D.	106.67
Raymond Lee, M.D.	106.67

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Robert Still, M.D.	106.67
Alfred Harding, M.D.	39.97

#### ARTICLE IV

##### ASSIGNMENT

If at any time SCG shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in SCG, the title to any property or rights of FTACA, or to otherwise carry out the provisions hereof, the proper officers and directors of SCG, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in SCG.

#### ARTICLE V

##### EXPENSES

SCG shall pay all expenses of accomplishing the Merger.

#### ARTICLE VI

##### DISSENTER'S RIGHTS

The shareholders of FTACA who dissent from the merger described herein may be entitled, pursuant to Section 607.1320, Florida Statutes, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

#### ARTICLE VII

##### REPRESENTATIONS AND INDEMNIFICATION

The shareholders of FTACA hereby jointly and severally warrant and represent to SCG and its shareholders the following:

1. FTACA is a duly organized, validly existing professional corporation organized and existing under the laws of the State of Florida; and

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2. That to their knowledge there are no claims, actions, suits, or proceedings pending or threatened against or affecting FTACA, at law or in equity, or by any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, and no notice of any claim, action, suit, or proceeding, whether pending or threatened, has been received, except as previously disclosed to SCG in that certain Disclosure Certificate and Indemnification Agreement provided by FTACA to and for the benefit of SCG.

3. The shareholders of FTACA hereby agree to indemnify, defend, and hold harmless SCG and its officers, directors, employees and agents from and against any claim, loss, liability, demand or judgment which arises out of or is due to any misrepresentation of the foregoing.

The shareholders of SCG hereby jointly and severally warrant and represent to FTACA and its shareholders the following:

1. SCG is a duly organized, validly existing professional corporation organized and existing under the laws of the State of Florida; and

2. That to their knowledge there are no claims, actions, suits, or proceedings pending or threatened against or affecting SCG, at law or in equity, or by any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, and no notice of any claim, action, suit, or proceeding, whether pending or threatened, has been received, except as previously disclosed to FTACA in that certain Disclosure Certificate and Indemnification Agreement provided by SCG to and for the benefit of FTACA.

3. The shareholders of SCG hereby agree to indemnify, defend, and hold harmless FTACA and its officers, directors, employees and agents from and against any claim, loss, liability, demand or judgment which arises out of or is due to any misrepresentation of the foregoing.

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IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

Florida Thoracic &  
Cardiovascular Associates, P.A.

By: Theodore Wingard  
Name: Theodore Wingard, M.D.  
Title: President

Southeast Cardiovascular  
Group, P.A.

By: Derek Muehrcke  
Name: Derek Muehrcke, M.D.  
Title: President

SHAREHOLDERS

Theodore Wingard  
Theodore Wingard, M.D.

Charles Cousar  
Charles Cousar, M.D.

Richard Agnew  
Richard Agnew, M.D.

Kenneth Koster  
Kenneth Koster, M.D.

Michael Bluett  
Michael Bluett, M.D.

SHAREHOLDERS

Mark Mostovych  
Mark Mostovych, M.D.

Derek Muehrcke  
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Raymond Lee  
Raymond Lee, M.D.

Robert J. Still  
Robert Still, M.D.

Alfred Harding  
Alfred Harding, M.D.

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