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660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

800002386368--3

-12/30/97--01086--013

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

EFFECTIVE DATE

12/31/97

Gulf Coast Physicians, Inc.

merging into:

Health Services (Delaware), Inc.

FILED IN STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 DEC 30 AM 10:30 '97  
Effective 12/31/97

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merger

12/30/97  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GULF COAST PHYSICIANS, INC., #P95000081065, a FI corp.

INTO

**HEALTH SERVICES (DELAWARE), INC.**, a Delaware corporation not qualified  
in Florida.

File date: December 30, 1997, effective December 31, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER  
MERCING**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**GULF COAST PHYSICIANS, INC.**  
(a Florida corporation)

97 DEC 30 AM 10: 02

**WITH AND INTO**

**EFFECTIVE DATE**

**HEALTH SERVICES (DELAWARE), INC.**  
(a Delaware corporation)

12/31/97

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, Health Services (Delaware), Inc., a Delaware corporation ("Surviving Corporation"), and Gulf Coast Physicians, Inc., a Florida corporation ("Terminated Company"), hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between Surviving Corporation and Terminated Company, which is incorporated herein by reference, has been approved and adopted by each of the corporations in accordance with the applicable provisions of the Delaware General Corporation Law and the applicable provisions of the Florida Business Corporation Act.

2. The Plan of Merger was adopted by the Board of Directors of Surviving Corporation on December 16, 1997, and duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast by the shareholders of Surviving Corporation on December 16, 1997, in accordance with the laws of the State of Delaware; was duly approved by the Board of Directors of Terminated Company on December 16, 1997, and was duly approved on December 16, 1997, by a majority of all the votes entitled to be cast on the Plan of Merger by the shareholders of Terminated Company entitled to vote thereon in accordance with the laws of the State of Florida.

3. The Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the laws of Florida and by Terminated Company's Articles of Incorporation.

4. The Plan of Merger shall be effective on the close of business on December 31, 1997.

5. On the close of business on December 31, 1997, Terminated Company shall cease to exist as a separate corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 16th day of December, 1997.

**HEALTH SERVICES (DELAWARE), INC.**

By: John M. Frank II  
John M. Frank II  
Vice President and Secretary

**GULF COAST FAMILY PHYSICIANS OF SW  
FL, INC.**

By: John M. Frank II  
John M. Frank II  
Vice President and Secretary

## PLAN OF MERGER

WHEREAS, HEALTH SERVICES (DELAWARE), INC. ("Sub") is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, GULF COAST PHYSICIANS, INC. (the "Company") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of Sub and the Company have each determined that it is advisable that the Company merge with and into Sub upon the terms and conditions herein provided (the "Merger"); and

WHEREAS, the Boards of Directors of Sub and the Company have approved an Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 16, 1997, between the Company and Sub;

NOW, THEREFORE, Sub and the Company hereby agree to merge into a single corporation as follows:

FIRST: The Company shall submit this Plan of Merger to its shareholders for their approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "Florida Act"), and Sub shall submit the Plan of Merger to its sole shareholder for approval pursuant to the

applicable provisions of the Delaware General Corporation Act, as amended (the "Delaware Act").

SECOND: Following the approval of the Plan of Merger by the shareholders of the Company and the sole shareholder of Sub, and provided that this Plan of Merger has not been terminated by either Sub or the Company, Sub will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and with the Secretary of State of the State of Delaware.

THIRD: The Merger shall become effective on the close of business on December 31, 1997, such time being hereinafter referred to as the "Effective Time."

FOURTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, each share of Common Stock of the Company (the "Company Common Stock") issued and outstanding immediately prior to the Effective Date shall automatically be canceled and no shares shall be issued in exchange. Each share of Common Stock \$1.00 par value per share of Sub shall remain outstanding as a share of Common Stock of the surviving company. At the Effective Time shares held by Dissenting Shareholders shall be converted into the right to receive payment from Sub with respect thereto in accordance with the Florida Act.

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FIFTH: As of the Effective Time, the Company shall be merged with and into Sub on the terms and conditions hereinafter set forth as permitted by and in accordance with the Delaware Act and the Florida Act. Thereupon, the separate existence of the Company shall cease, and Sub, as the surviving corporation, shall continue to exist under and be governed by the Delaware Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Sub and the Company, and all real property or other property of Sub or the Company shall be vested in and be the property of Sub without reversion or impairment; and all debts due to either Sub or the Company shall be vested in and be the property of Sub; and all debts, liabilities and duties of Sub or the Company shall thenceforth attach to Sub and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Certificate of Incorporation of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Sub, shall be the Certificate of Incorporation of the surviving corporation.

SEVENTH: The Bylaws of Sub in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Sub, shall be the Bylaws of the surviving corporation.

EIGHTH: Sub and the Company, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Company or the shareholders of Sub; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of the Company or the shareholders of Sub in a manner that is materially adverse to such shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the shareholders of Company and the shareholders of Sub.

Date: December 16, 1997