

P95000082719

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MERGER OR SHARE EXCHANGE

FLORIDA PHYSICIANS HEALTH CARE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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Merger

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

ITAKS, INC., a Florida corporation, P98000023833

INTO

FLORIDA PHYSICIANS HEALTH CARE GROUP, INC., a Florida corporation,
P95000082719

File date: April 26, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

April 23, 1999

FLORIDA PHYSICIANS HEALTH CARE GROUP, INC.

6540 N W 40TH COURT

2ND FLOOR

BOCA RATON, FL 33496US

SUBJECT: FLORIDA PHYSICIANS HEALTH CARE GROUP, INC.

REF: P95000082719

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

PLEASE LABEL THE PLAN OF MERGER "EXHIBIT A" AS STATED IN ARTICLE IV.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000009648
Letter Number: 499A00021599

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

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ARTICLES OF MERGER
OF ITAKS, INC.
INTO
FLORIDA PHYSICIANS HEALTH CARE GROUP, INC.

This 1st day of March, 1999, pursuant to the provisions of Section 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned ITAKS, Inc., a Florida corporation ("ITAKS"), the parent corporation, and Florida Physicians Health Care Group, Inc., a Florida corporation ("Florida Physicians"), a wholly owned subsidiary of ITAKS, adopt the following Articles of Merger for the purpose of merging the Parent corporation into the Subsidiary corporation:

ARTICLE I.

The names of the constituent corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
ITAKS, Inc.	Florida
Florida Physicians Health Care Group, Inc.	Florida

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ARTICLE II.

The name of the surviving corporation is Florida Physicians Health Care Group, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

ARTICLE III.

The Plan of Merger was approved by the shareholders of ITAKS and Florida Physicians in the manner prescribed by Florida Statutes, section 607.1104 and 607.1105 effective March 1, 1999.

Prepared By: Juan T. O'Naghten
Fla. Bar No.: 305774
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Miami, Florida 33133

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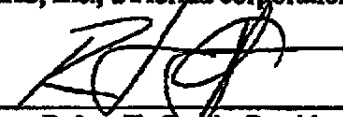
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ARTICLE IV.

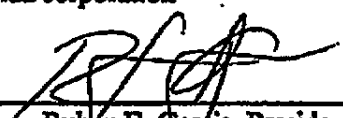
The Plan of Merger is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on this 1st day of March 1999.

ITAKS, Inc., a Florida corporation

By: 
Ruben E. Garcia, President

Florida Physicians Health Care Group, Inc., a
Florida corporation

By: 
Ruben E. Garcia, President

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EXHIBIT

A

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER, effective as of March 1, 1999, is made between the parent corporation, ITAKS, Inc., a Florida corporation ("ITAKS"), and Florida Physicians Health Care Group, Inc., a Florida corporation ("Florida Physicians"), its wholly owned subsidiary.

RECITALS

A. The parent corporation, ITAKS, is a corporation organized and existing under and by virtue of the laws of the State of Florida.

B. Florida Physicians, a wholly owned subsidiary of ITAKS, is a corporation organized and existing under and by virtue of the laws of the State of Florida.

C. The board of directors of ITAKS deem it desirable and in the best interests of both corporations and their shareholders that ITAKS be merged into Florida Physicians (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 1st day of March, 1999.

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein.
2. Surviving Corporation. The surviving corporation of the Merger shall be Florida Physicians and it shall be governed by the laws of Florida.
3. Capital Structure Prior to Merger. With respect to each constituent corporation, prior to the Merger the number of issued, authorized and outstanding shares are as follows:

	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
- ITAKS	7,500 shares of \$1.00 par common stock	200	200
Florida Physicians	10,000 shares of \$1.00 par common stock	200	200

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With respect to each constituent corporation, there is only one class or series of stock and all stock once issued can vote without restriction.

4. Capital Structure After Merger. Upon the consummation of the merger, the surviving corporation shall have 10,000 shares, common stock \$1.00 par value per share, of which 200 shall be issued and outstanding.

5. Approval of Plan. This Agreement and Plan of Merger contained herein was duly approved and adopted by unanimous vote of the board of directors of each of the constituent corporations and by unanimous vote of the shareholders of ITAKS.

6. Articles and Certificate of Merger. Each constituent corporation has duly approved and adopted the respective Articles of Merger in the forms attached hereto as Exhibit A, and the respective officers of each corporation are directed and authorized to file such Articles of Merger with the Secretary of State of each respective state of incorporation and to take any and all appropriate actions necessary to effectuate the terms of this Agreement and Plan of Merger.

7. Plan of Merger. On the effective date of the Merger:

(a) Each share of ITAKS shall become 1 share of Florida Physicians.

(b) The shares of Florida Physicians held by ITAKS are deemed to be cancelled.

(c) The separate corporate existence of ITAKS shall terminate and cease.

(d) The surviving corporation, Florida Physicians, shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, choses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of ITAKS whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(e) The surviving corporation shall become subject to all the liabilities, obligations and penalties of ITAKS.

(f) The bylaws of Florida Physicians as in effect on the effective date of the Merger shall remain unaffected by the Merger and shall remain until altered, amended or repealed, or until new bylaws shall be adopted in accordance with the Articles of Incorporation of Florida Physicians or as provided by applicable law.

8. Issuance of New Certificates. The manner and basis of issuing the new stock certificates is as follows: each shareholder of ITAKS shall surrender the stock certificates representing

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the issued and outstanding stock of ITAKS and shall receive new Florida Physicians certificates for a like number of Florida Physicians shares upon surrender of the ITAKS certificates.

9. Ordinary Course of Business. Neither Florida Physicians nor ITAKS shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

10. Course of Dealing. No course of dealing between the parties shall be effective to change, modify or discharge any provision of this Agreement or to constitute a waiver of any default.

11. Amendments. This Agreement may be modified or amended only by an instrument in writing executed by the parties.

12. Governing Law. This Agreement shall be governed by and construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have executed this Agreement effective the date and year first above written.

ITAKS, Inc., a Florida corporation

By: 

Ruben E. Garcia, President

Florida Physicians Health Care Group, Inc., a Florida corporation

By: 

Ruben E. Garcia, President

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