



P95000091228

TEAM HEALTH
1900 Winston Road, Suite 300
Knoxville, Tennessee 37919
P.O. Box 30698
Knoxville, Tennessee 37930
800.342.2898
865.693.1000
www.teamhealth.com

September 11, 2000

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*****70.00 *****70.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: NeoMed, Inc./InPhyNet Hospital Services, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger on behalf of the above-named corporations, along with our check in the amount of \$70.00 to cover the merger fee.

Upon filing, please return the stamp-filed original to my attention at the address set forth herein.

With many thanks, I am

Sincerely yours,

John R. Stair
Corporate Counsel

Merger
9-25-00
HSE

FILED
00 SEP 15 AM 8:52
TALLAHASSEE, FLORIDA

/JRS
Enclosure
pc w/enc:

Thomas K. Pobgee, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NEO-MED, INC., a Florida corporation, P93000078586

INTO

INPHYNET HOSPITAL SERVICES, INC., a Florida entity, P95000091228.

File date: September 15, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

OF

NEO-MED, INC. AND INPHYNET HOSPITAL SERVICES, INC.

FILED
00 SEP 15 AM 8:52
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

TO THE DEPARTMENT OF STATE
STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger:

1. The document attached hereto as Exhibit A and made a part hereof is a Plan of Merger for merging **Neo-Med, Inc.** into **InPhyNet Hospital Services, Inc.**, as approved by the Board of Directors of the Parent corporation on September 15, 2000;
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on September 15, 2000;
3. Shareholder approval was not required for the merger;
4. The effective time and date of the merger shall be September 15, 2000.

EXECUTED this 9th day of September, 2000.

NEO-MED, INC.

INPHYNET HOSPITAL SERVICES, INC.

By: H. Lynn Massingale

H. Lynn Massingale, M.D.
Its: Vice President

By: H. Lynn Massingale

H. Lynn Massingale, M.D.
Its: Vice President

EXHIBIT A

PLAN OF MERGER

1. **InPhyNet Hospital Services, Inc.** ("InPhyNet"), which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of **Neo-Med, Inc.** ("Neo-Med"), which is also a business corporation of the State of Florida, hereby merges **Neo-Med** into **InPhyNet** pursuant to the provisions of the Florida Business Corporation Act;

2. The separate existence of **Neo-Med** shall cease at the effective time and date of the merger, and **InPhyNet** shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act;

3. The issued shares of **Neo-Med** shall not be conveyed in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished;

4. The Board of Directors and the proper Officers of **InPhyNet** are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

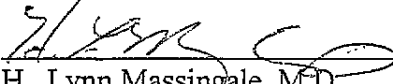
**ACTIONS TAKEN BY WRITTEN CONSENT
OF THE DIRECTORS OF
INPHYNET HOSPITAL SERVICES, INC.**

The undersigned, being the directors of InPhyNet Hospital Services, Inc., a Florida corporation (the "Corporation"), hereby consents to taking action without a meeting and takes the following action by written consent.

RESOLVED, that a subsidiary of the Corporation, Neo-Med, Inc. ("Neo-Med") is hereby merged into the Corporation pursuant to Articles of Merger made effective on the date filed with the Secretary of State of Florida.

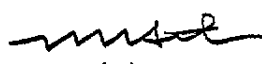
FURTHER RESOLVED, that the Plan of Merger set forth in the Articles of Merger is hereby adopted by the Board of Directors and incorporated into the Articles of Merger as fully as though repeated therein verbatim.

The undersigned, being the directors of the Corporation, by signing this consent waives all notice of the date, time, and place of a meeting regarding the foregoing, and agrees to the transaction of the business set forth above by written consent of the directors in lieu of such meeting. This consent shall be included in the Corporation's minute book.



H. Lynn Massingale, M.D.

9-6-00
Date



Michael Hatcher

9/7/00
Date