



P95000091233

FILED  
2002 JUL -9 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 655291 7182683

AUTHORIZATION

COST LIMIT : \$ 70.00

*Patricia Pijut*

ORDER DATE : July 9, 2002

ORDER TIME : 11:16 AM

ORDER NO. : 655291-005

CUSTOMER NO: 7182683

800006277138--3

CUSTOMER: John Stair, Esq  
Team Health, Inc.  
1900 Winston Road  
Suite 300  
Knoxville, TN 37919

ARTICLES OF MERGER

PARAGON ANESTHESIA, INC.

INTO

INPHYNET CONTRACTING SERVICES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 JUL -9 PM 1:05  
PL. ACTION OF STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coullatte JUL 09 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PARAGON ANESTHESIA, INC., a Florida corporation, 684207

INTO

**INPHYNET CONTRACTING SERVICES, INC.**, a Florida entity, P95000091233.

File date: July 9, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER  
OF  
PARAGON ANESTHESIA, INC.

AND  
INPHYNET CONTRACTING SERVICES, INC.

FILED  
2002 JUL -9 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging Paragon Anesthesia, Inc. with and into Inphynet Contracting Services, Inc. as approved and adopted at a meeting by the shareholders of Paragon Anesthesia, Inc. on June 17, 2002 and approved and adopted at a meeting by the shareholders of Inphynet Contracting Services, Inc. on June 17, 2002 pursuant to the provisions of the Florida Business Corporation Act.

2. Inphynet Contracting Services, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein shall provided for shall be June 17, 2002 at 12:01 a.m.

Executed on June 17, 2002.

Paragon Anesthesia, Inc.

By: [Signature]  
Name: Lynn Massingale  
Title: President

Inphynet Contracting Services, Inc.

By: [Signature]  
Name: Mina Natche  
Title: Vice President

PLAN OF MERGER  
OF  
PARAGON ANESTHESIA, INC.

AND  
INPHYNET CONTRACTING SERVICES, INC.

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following plan of merger.

PLAN OF MERGER adopted for Paragon Anesthesia, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 17, 2002, and adopted for Inphynet Contracting Services, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 17, 2002. The names of the corporations planning to merge are Paragon Anesthesia, Inc., a business corporation organized under the laws of the State of Florida, and Inphynet Contracting Services, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Paragon Anesthesia, Inc. plans to merge is Inphynet Contracting Services, Inc.

1. Paragon Anesthesia, Inc. and Inphynet Contracting Services, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Inphynet Contracting Services, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Paragon Anesthesia, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporations Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving

corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 800 share[s] of the surviving corporation and issued to the sole shareholder of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

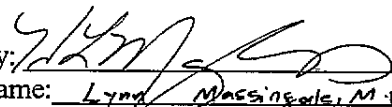
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, 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.

Executed on June 17, 2002.

Paragon Anesthesia, Inc.

By:   
Name: Lynd Massingale, M.D.  
Title: President

Inphynet Contracting Services, Inc.

By:   
Name: Mike Hatch  
Title: Vice President