

P95000091233

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS
2002 SEP 25 PM 3:52

MERGER OR SHARE EXCHANGE

INPHYNET CONTRACTING SERVICES, INC.

RECEIVED
02 SEP 25 PM 12:50
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Merger
09/25/02

P.L.

ARTICLES OF MERGER
Merger Sheet

MERGING:

INPHYNET MEDICAL MANAGEMENT INSTITUTE, INC., a Florida corporation,
P95000095481

INTO

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

File date: September 25, 2002

Corporate Specialist: Darlene Connell

FROM

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ARTICLES OF MERGER
OF
INPHYNET MEDICAL MANAGEMENT INSTITUTE, INC.
AND
INPHYNET CONTRACTING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 25 PM 3:52

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 Agreement and Plan of Merger for merging Inphynet Medical Management Institute, Inc. with and into Inphynet Contracting Services, Inc. as approved and adopted at a meeting by the shareholders of Inphynet Medical Management Institute, Inc. on September 24, 2002 and approved and adopted at a meeting by the shareholders of Inphynet Contracting Services, Inc. on September 24, 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 September 24, 2002 at 12:01 a.m.

4. All entities party to this merger have complied with the laws of their respective jurisdiction of organization concerning this merger.

The undersigned president declares that the facts stated herein are true as of the 24 day of September, 2002.

**INPHYNET MEDICAL MANAGEMENT
INSTITUTE, INC.**

By: 

Name: Neil J. Principe

Title: President

Brad S. Fischer, Esquire
Florida Bar # 076775
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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FROM

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IN WITNESS WHEREOF, each of the constituent entities to this merger has caused these Articles of Merger to be executed on its behalf by its duly authorized representative this 24th day of September, 2002.

INPHYNET MEDICAL MANAGEMENT
INSTITUTE, INC.

By: [Signature]

Name: Neil J. Principe

Title: President

INPHYNET CONTRACTING
SERVICES, INC.

By: [Signature]

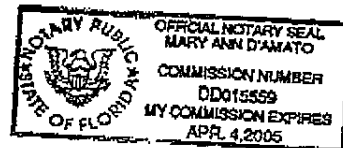
Name: Neil J. Principe

Title: President

STATE OF Florida
COUNTY OF Broward

On Sept. 24, 2002 personally appeared before me, a Notary Public, NEIL J. PRINCIPLE, who is personally known to me or produced _____ as identification, and acknowledged that they executed the above instrument.

Mary Ann D'Amato
NOTARY PUBLIC



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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the Merger of INPHYNET MEDICAL MANAGEMENT INSTITUTE, INC., a Florida corporation (the "Merging Corporation"), with and into INPHYNET CONTRACTING SERVICES, INC., a Florida corporation (the "Surviving Corporation"), as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State ("Effective Date").

3. Cancellation of Shares. At and as of the Effective Date, each share of the Merging Corporation (hereafter, the "Merging Corporation Share") shall be cancelled and retired. No Merging Corporation Share shall be deemed to be outstanding or to have any rights after the Effective Date. The number of shares of the Surviving Corporation shall remain the same and the shares of the Surviving Corporation shall remain one hundred percent owned by InPhyNet Hospital Services, Inc., a Florida Corporation.

4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation on file with the Florida Department of State shall continue to be the Articles of Incorporation of the Surviving Corporation on and after the Effective Date.

5. Effect of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any Date after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

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6. Abandonment. This Plan may be abandoned at any Date prior to the Effective Date by either of the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, by filing Articles of Termination with such authorities prior to the Effective Date.

7. Approval. The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation pursuant to Section 607.1103 of the Florida Business Corporation Act.

8. Amendments. The Board of Directors of the Merging Corporation, together with the Board of Directors of the Surviving Corporation may amend this Plan at any Date prior to the filing of the Articles of Merger with the Florida Department of State, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation shall not: (1) alter or change the amount or kind of memberships, shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the securities of any class or series thereof of the Merging Corporation, (2) materially alter or change any term of the Articles of Incorporation to be effected by the Plan or (3) alter or change any of the terms and conditions of this Plan, in each case if such alteration or change would adversely affect the shareholders of the Merging Corporation or the shareholders of the Surviving Corporation.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each executed this Plan, or has caused this Plan to be executed on its behalf by a representative duly authorized, all as of the 24th day of Sept., 2002.

MERGING CORPORATION

SURVIVING CORPORATION

INPHYNET MEDICAL MANAGEMENT
INSTITUTE, INC.
a Florida corporation

INPHYNET CONTRACTING SERVICES,
INC.
a Florida corporation

By: 

Name: NEIL J. PRINCIPLE

Title: President

By: 

Name: NEIL J. PRINCIPLE

Title: President