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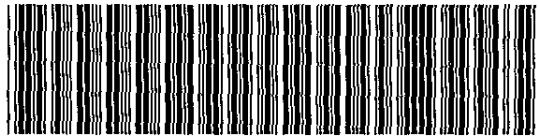
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 DEC 15 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

01 DEC 15 PM 4:21

EFFECTIVE DATE
12-31-04

Merger

G. Cantelmo

DEC 16 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083058 7182683

AUTHORIZATION

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : December 14, 2004

ORDER TIME : 3:16 PM

ORDER NO. : 083058-025

CUSTOMER NO: 7182683

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

ARTICLES OF MERGER

INPHYNET HOSPITAL SERVICES,
INC.

INTO

INPHYNET CONTRACTING SERVICES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

INPHYNET HOSPITAL SERVICES, INC.

AND

INPHYNET CONTRACTING SERVICES, INC.

FILED
04 DEC 15 PM 4:42
SECRETARY OF STATE
TALLAHASSEE FL 32307

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida business corporations named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Inphynet Hospital Services, Inc., a Florida corporation into Inphynet Contracting Services, Inc., a Florida corporation as approved by the Board of Directors of the merging corporation and the surviving corporation on December 1, 2004.

2. The aforesaid Plan of Merger was adopted by the board of directors of both corporations in accordance with the provisions of the Florida Business Corporation Act on December 1, 2004.


3. The aforesaid Plan of Merger was adopted by the shareholders of both corporations in accordance with the provisions of the Florida Business Corporation Act on December 1, 2004.

4. The effective time and date of the merger herein provided for shall be 12:00 p.m. on December 31, 2004.

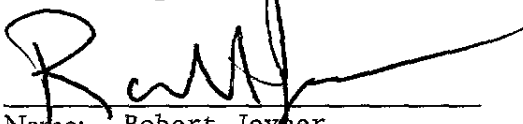
EFFECTIVE DATE
12-31-04

Executed on December 1, 2004.

Inphynet Hospital Services, Inc.

By: 
Name: H. Lynn Massingale
Capacity: Vice-President

Inphynet Contracting Services, Inc.

By: 
Name: Robert Joyner
Capacity: Vice-President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") provides for the Merger of INPHYNET HOSPITAL SERVICES, 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 Contracting 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.

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.

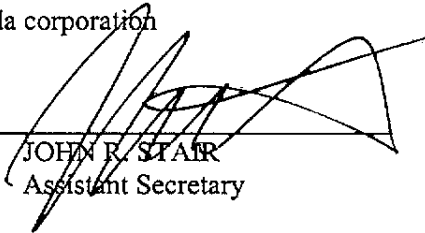
7. Approval. The respective obligation of each party to effect the Merger is subject to adoption by the requisite vote of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation pursuant to the Florida Business Corporation Act.

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 31st day of December, 2004.

MERGING CORPORATION
INPHYNET HOSPITAL SERVICES, INC.

a Florida corporation

By: 
Name: JOHN R. STAIR
Title: Assistant Secretary

SURVIVING CORPORATION
INPHYNET CONTRACTING SERVICES,
INC.

a Florida corporation

By: 
Name: JOHN R. STAIR
Title: Assistant Secretary

INPHYNET CONTRACTING SERVICES, INC.


WRITTEN CONSENT OF THE DIRECTORS

The undersigned, being all of the directors of Inphynet Contracting Services, Inc. (the "Corporation"), and acting pursuant to the Florida Business Corporations Act, take the following actions and adopt the following resolutions by written consent:

RESOLVED, that the Board of Directors hereby adopts that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which Inphynet Hospital Services, Inc. will be merged into the Corporation, and that said Plan of Merger be submitted to the sole shareholder of the Corporation for approval; and be it further

RESOLVED, subject to approval of said Plan of Merger by the sole shareholder, that the president or secretary of the Corporation is hereby authorized to execute and deliver said Plan of Merger on behalf of the corporation and is further authorized and directed to execute Articles of Merger and deliver the same for filing with the Florida Secretary of State.

Effective this 1st day of December, 2004.


H. Lynn Massingale, M.D.
Sole Director

INPHYNET HOSPITAL SERVICES, INC.

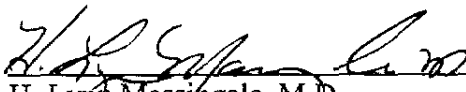
WRITTEN CONSENT OF THE DIRECTORS

The undersigned, being all of the directors of Inphynet Hospital Services, Inc. (the "Corporation"), and acting pursuant to the Florida Business Corporations Act, take the following actions and adopt the following resolutions by written consent:

RESOLVED, that the Board of Directors hereby adopts that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which the Corporation will be merged into Inphynet Contracting Services, Inc. and that said Plan of Merger be submitted to the sole shareholder of the Corporation for approval; and be it further

RESOLVED, subject to approval of said Plan of Merger by the sole shareholder, that the president or secretary of the Corporation is hereby authorized to execute and deliver said Plan of Merger on behalf of the corporation and is further authorized and directed to execute Articles of Merger and deliver the same for filing with the Florida Secretary of State.

Effective this 1st day of December, 2004.


H. Lynn Massingale, M.D.
Sole Director

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
INPHYNET HOSPITAL SERVICES, INC.

The undersigned, being the sole shareholder of Inphynet Hospital Services, Inc. (the "Corporation"), and acting pursuant to the Florida Business Corporations Act, takes the following actions and adopts the following resolutions by written consent:

RESOLVED, that the sole shareholder of the Corporation hereby approves that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which the Corporation will be merged into Inphynet Contracting Services, Inc., a Florida corporation; and be it further

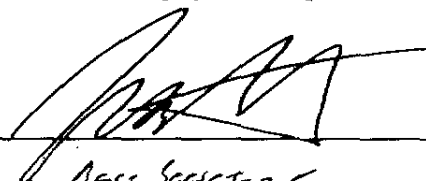
RESOLVED, that the president or secretary of the Corporation is hereby authorized and directed to execute and deliver said Plan of Merger on behalf of the Corporation and to execute Articles of Merger and deliver the same for filing to the Florida Secretary of State.

Effective this 1st day of December, 2004.

Team Health, Inc., a Tennessee Corporation
Sole Shareholder of Inphynet Hospital Services,
Inc.

By: _____

Its: _____


Asst. Secretary

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
INPHYNET CONTRACTING SERVICES, INC.

The undersigned, being the sole shareholder of Inphynet Contracting Services, Inc. (the "Corporation"), and acting pursuant to the Florida Business Corporations Act, takes the following actions and adopts the following resolutions by written consent:

RESOLVED, that the sole shareholder of the Corporation hereby approves that Plan of Merger of even date herewith, a copy of which is attached hereto and incorporated herein by reference, pursuant to the terms of which Inphynet Hospital Services, Inc. will be merged into the Corporation; and be it further

RESOLVED, that the president or secretary of the Corporation is hereby authorized and directed to execute and deliver said Plan of Merger on behalf of the Corporation and to execute Articles of Merger and deliver the same for filing to the Florida Secretary of State.

Effective this 1st day of December, 2004.

Inphynet Hospital Services, Inc.,
a Florida Corporation and Sole Shareholder of
Inphynet Contracting Services, Inc.

By: _____

Its: _____

Asst. Secretary