

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE COUNTY EMERGENCY PHYSICIANS, INC., a Florida Corporation,
document #M65349

INTO

COASTAL EMERGENCY SERVICES OF ORLANDO, INC., a Florida
corporation, P96000008052

File date: October 21, 1997

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1997

COASTAL PHYSICIAN GROUP, INC.
% JOANN ANDERSON
2828 CROASDAILE DRIVE
DURHAM, NC 27705

SUBJECT: COASTAL EMERGENCY SERVICES OF ORLANDO, INC.
Ref. Number: P96000008052

We have received your document for COASTAL EMERGENCY SERVICES OF ORLANDO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 397A00050012

RECEIVED
OCT 14 1997
CORP. DIV.
TALLAHASSEE, FL

**ARTICLES OF MERGER
OF
LAKE COUNTY EMERGENCY PHYSICIANS, INC.**

INTO

COASTAL EMERGENCY SERVICES OF ORLANDO, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Coastal Emergency Services of Orlando, Inc., is a corporation organized under the laws of the State of Florida owning at least 80 percent of the shares of Lake County Emergency Physicians, Inc., a Florida corporation.

SECOND: The following Plan of Merger was adopted by the Board of Directors and Shareholders of Coastal Emergency Services of Orlando, Inc. and the Merging Corporation, as prescribed by law: on September 30, 1997

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER

LAKE COUNTY EMERGENCY PHYSICIANS, INC., a Florida corporation (the "Merging Corporation") and COASTAL EMERGENCY SERVICES OF ORLANDO, INC., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation is COASTAL EMERGENCY SERVICES OF ORLANDO, INC.

C. MERGER

Pursuant to the terms and conditions of this Plan, the Merging Corporation, which is a wholly-owned subsidiary of the Surviving Corporation, will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective (the "Effective Date") of this merger is October 31, 1997,

RECEIVED
FEBRUARY 13 1998
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ORANGE, FLORIDA

or if later, upon filing with the Secretary of State, or such other effective date as may be established by concurrent resolution of the Board of Directors of the Merging Corporation.

D. CONVERSION AND EXCHANGE OF SHARES

Pursuant to the terms and conditions of this Plan, the shares of the merging corporations will be treated as follows.

1. *Surviving Corporation.* The outstanding shares of the Surviving Corporation will not be converted or exchanged in any way and will remain outstanding as shares of the Surviving Corporation.
2. *Merging Corporations.* All shares of the Merging Corporation, all of which are wholly-owned by the Surviving Corporation, will be canceled.
3. *Surrender of Certificates of Merging Corporations.* Each holder of a certificate representing shares of a Merging Corporation will surrender such certificate to that Merging Corporation on or before the Effective Date, and each Merging Corporation will thereupon deliver such certificates to the Surviving Corporation.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporation, and at any time prior to the Merger becoming effective, the directors of the Surviving Corporation may, in their discretion, abandon the merger.

F. BYLAWS

The Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until changed or amended in accordance with the provisions applicable by law.

G. OFFICERS AND DIRECTORS

Upon the effective date of the Merger, the directors and officers of the Surviving Corporation shall remain unchanged and shall be the directors and officers of the Surviving Corporation until their

successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

THIRD: The effective date of the merger is October 31, 1997.

Signed this 30th day of September, 1997.

COASTAL EMERGENCY SERVICES
OF ORLANDO, INC.
(Surviving Corporation)

By: Kimberly J. Miles
Kimberly J. Miles, Assistant Secretary

LAKE COUNTY EMERGENCY PHYSICIANS, INC.
(Merging Corporation)

By: Cindy Underwood
Cindy Underwood, Secretary