

P96000013783

BROAD and CASSEL
ATTORNEYS AT LAW

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HOWARD FINANCIAL CENTRE
500 EAST HOWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 784-7000
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February 7, 1996

File No. 18443-0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: ProHealthCare of Florida, Inc.
Articles of Incorporation and
Certificate of Designation

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for ProHealthCare of Florida, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$ 35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	35.00
Total	<u>\$122.50</u>

After filing, please return a certified copy of the Articles of Incorporation to us in the enclosed addressed return stamped envelope as soon as possible.

7777 Gladys Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6610
Telecopy (904) 681-0792

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3000
Telecopy (407) 855-1100

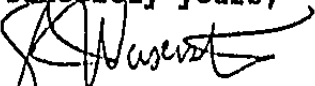
300 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

600 East Olsen Blvd.
Suite 126
Stuart, Florida 34994
(407) 283-3000
Telecopy (407) 283-9822

Secretary of State
Division of Corporations
February 7, 1996
Page 2

If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,



STEVE L. WASERSTEIN
For the Firm

SLW/jp

Encs.

cc: Thomas Laurita, President

BROAD and CASSEL

**ARTICLES OF INCORPORATION
OF
PROHEALTHCARE OF FLORIDA, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms corporation under the laws of the State of Florida.

FILED
95 FEB -8 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be PROHEALTHCARE OF FLORIDA, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 300 Arthur Godfrey Road, Suite 200, Miami Beach, Florida 33140.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Thomas Laurita
300 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thomas Laurita
300 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February 1996.

Thomas Laurita
THOMAS LAURITA, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of February, 1996, by Thomas Laurita, who is personally known to me or who has produced as identification and who did (did not) take an oath.

Steve Wasserstein
SIGNATURE OF NOTARY

Steve Wasserstein
PRINTED NAME OF NOTARY



FILED
96 FEB -8 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **PROHEALTHCARE OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:

Thomas Laurita
300 Arthur Godfrey Road
Suite 200
Miami Beach, Florida 33140

FILED
26 FEB -8 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


THOMAS LAURITA, INCORPORATOR

Dated this 6th day of February, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


THOMAS LAURITA

Dated this 6th day of February, 1996.

P96000013783

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

500001964555
-10/03/96 -01104--001
****227.50 ****227.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ProHealthCare of Florida Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C.F. \$175.
Cert. \$52.50

2/24
Marger
CC

Examiner's Initials

P96000013783

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PROHEALTHCARE OF FLORIDA, INC., a Florida corporation, P96000013783
PROHEALTHCARE OF FORT LAUDERDALE, INC., a Florida corporation,
P95000097129
PROHEALTHCARE OF MIAMI BEACH, INC., a Florida corporation,
P95000097126
PROHEALTHCARE OF PALM BEACH, INC., a Florida corporation,
P95000097127

INTO

PROHEALTHCARE FLORIDA, INC., a Delaware corporation not qualified in
Florida

File date: September 24, 1996

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
OF
PROHEALTHCARE OF FLORIDA, INC.
PROHEALTHCARE OF FORT LAUDERDALE, INC.,
PROHEALTHCARE OF MIAMI BEACH, INC. AND
PROHEALTHCARE OF PALM BEACH, INC.
INTO
PROHEALTHCARE FLORIDA, INC.**

FILED
96 SEP 24 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Department of State
State of Florida

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporation herein named do hereby execute the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Merger Agreement") for merging PROHEALTHCARE OF FLORIDA, INC., a Florida corporation, PROHEALTHCARE OF FORT LAUDERDALE, INC., a Florida corporation, PROHEALTHCARE OF MIAMI BEACH, INC., a Florida corporation, and PROHEALTHCARE OF PALM BEACH, INC., a Florida corporation, with and into PROHEALTHCARE FLORIDA, INC., a Delaware corporation.

2. The laws of the state under which ProHealthCare Florida, Inc. is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

3. ProHealthCare Florida, Inc., as the surviving corporation, complies with Section 607.1105 of the Florida Business Corporation Act. Each domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 of the Florida Business Corporation Act.

4. The sole shareholder entitled to vote on the Merger Agreement of each of PROHEALTHCARE OF FLORIDA, INC., a Florida corporation, PROHEALTHCARE OF FORT LAUDERDALE, INC., PROHEALTHCARE OF MIAMI BEACH, INC. and PROHEALTHCARE OF PALM BEACH, INC. approved and adopted the Merger Agreement by written consents of said shareholder executed as of September 20, 1996.

5. The sole shareholder of PROHEALTHCARE FLORIDA, INC. approved and adopted the Merger Agreement by written consent of said shareholder executed as of September 20, 1996.

4. The effective time and date of the merger shall be the later of the filing of the Articles of Merger or the Certificate of Merger with the Florida Secretary of State and the Delaware Secretary of State, respectively.

Executed on September 20, 1996.

PROHEALTHCARE OF FLORIDA, INC.

By: 

Name: Thomas Laurita

Title: President

**PROHEALTHCARE OF FORT
LAUDERDALE, INC.**

By: 

Name: Thomas Laurita

Title: President

**PROHEALTHCARE OF MIAMI BEACH,
INC.**

By: 

Name: Thomas Laurita

Title: President

**PROHEALTHCARE OF PALM BEACH,
INC.**

By: 

Name: Thomas Laurita

Title: President

PROHEALTHCARE FLORIDA, INC.

By: 

Name: Thomas Laurita

Title: President

**AGREEMENT AND PLAN OF MERGER
OF
PROHEALTHCARE OF FLORIDA, INC.
PROHEALTHCARE OF FORT LAUDERDALE, INC.,
PROHEALTHCARE OF MIAMI BEACH, INC. AND
PROHEALTHCARE OF PALM BEACH, INC.
INTO
PROHEALTHCARE FLORIDA, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), made as of this September 20, 1996 by and among PROHEALTHCARE OF FLORIDA, INC., a Florida corporation ("PHC/Florida"); PROHEALTHCARE OF FORT LAUDERDALE, INC., a Florida corporation ("PHC/Lauderdale"); PROHEALTHCARE OF MIAMI BEACH, INC., a Florida corporation ("PHC/Miami Beach"); PROHEALTHCARE OF PALM BEACH, INC., a Florida corporation ("PHC/Palm Beach"); and (5) PROHEALTHCARE FLORIDA, INC., a Delaware corporation ("PHCF"). PHC/Florida, PHC/Lauderdale, PHC/Miami Beach, PHC/Palm Beach and PHCF and collectively referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, each of PHC/Florida, PHC Lauderdale, PHC/Miami Beach and PHC/Palm Beach is a wholly-owned subsidiary of ProHealthCare, Inc., a Delaware corporation ("PHC");

WHEREAS, PHCF is a wholly-owned subsidiary of PHC;

WHEREAS, subject to the terms and conditions of this Merger Agreement, each of Constituent Corporations desires and deems it in its respective best interests that PHC/Florida, PHC/Lauderdale, PHC/Miami Beach and PHC/Palm Beach be merged with and into PHCF; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have duly approved this Merger Agreement and the respective Boards of Directors of the Constituent Corporations have recommended its approval to the sole shareholder of each thereof.

NOW, THEREFORE, in consideration of the premises and the mutual promises and agreements contained herein, the parties hereto, intending to be legally bound, hereby agree as follows:

1. **The Merger.** Subject to the terms and conditions hereof, PHC/Florida, PHC/Lauderdale, PHC/Miami Beach and PHC/Palm Beach shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, PHCF, which shall be the surviving corporation upon the effective 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 Delaware General Corporation Law.

The separate existence of PHC/Florida, PHC/Lauderdale, PHC/Miami Beach and PHC/Palm Beach, which are hereinafter collectively referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. Approval and Effective Date of the Merger. The respective Boards of Directors of the Constituent Corporations have duly approved this Merger Agreement. This Merger Agreement shall be submitted to the sole shareholder of each of the Constituent Corporations as provided under the Florida Business Corporation Act and the Delaware General Corporation Law, respectively. After the approval of this Merger Agreement by such shareholders, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the Florida Business Corporation Act, the Delaware General Corporation Law and this Merger Agreement. The effective date of the merger shall be the later date of the filing of the Articles of Merger and the Certificate of Merger with the Florida Secretary of State and the Delaware Secretary of State, respectively (the "Effective Date").

3. Articles, Bylaws, Officers and Directors of Surviving Corporation.

(a) The certificate of incorporation of the surviving corporation at the Effective Date shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

(b) The bylaws of the surviving corporation at the Effective Date 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 Delaware General Corporation Law.

(c) The directors and officers of the surviving corporation in office at the Effective Date shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

4. Terms and Conditions.

(a) PHCF shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to any Constituent Corporation on whatever account, as well as for stock subscriptions, and all other things in action or belonging to each Constituent Corporation shall be vested in PHCF; and all property, rights, privileges, powers and franchises, and all and

every other interest shall be thereafter as effectually the property of PHCF as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to PHCF and may be enforced against PHCF to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(b) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of PHCF at the amounts at which they, respectively, were carried on the books of such Constituent Corporation at the Effective Date of the merger, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

5. Exchange of Shares. Given that PHC/Florida, PHC/Lauderdale, PHC/Miami Beach, PHC/Palm Beach and PHCF are wholly-owned subsidiaries of PHC, at the Effective Date by virtue of the merger and without any action on the part of any of the Constituent Corporations or the holder of any of the following securities:

Each share of common stock of each of PHC/Florida, PHC/Lauderdale, PHC/Miami Beach and PHC/Palm Beach, issued and outstanding immediately prior to the Effective Date, shall be canceled and shall no longer be outstanding and no shares of PHCF's capital stock or other consideration shall be issuable or paid on account thereof. At the Effective Date, the stock transfer books of each of PHC/Florida, PHC/Lauderdale, PHC/Miami Beach and PHC/Palm Beach shall be closed and there shall be no further registration or transfer of common stock thereafter on the records of PHC/Florida, PHC/Lauderdale, PHC/Miami Beach or PHC/Palm Beach.

6. Further Action. Subject to the terms and conditions hereof, each of the parties hereto further agrees to use all reasonable efforts to take, or cause to be taken, all action and to do, or cause to be done, all things necessary, proper or advisable to consummate and make effective the transactions contemplated by this Merger Agreement as soon as practical. If at any time PHCF shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in PHCF the title to any property or rights of PHCF acquired or to be acquired by or as a result of the merger, the proper officers and directors of the Constituent Corporations, respectively, shall be and they hereby are severally and fully 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 Merger Agreement or of the merger contemplated hereby.

IN WITNESS WHEREOF, each of the corporations hereto, has caused this Agreement and Plan of Merger to be executed on its behalf this 20 day of September, 1996.

**PROHEALTHCARE OF FLORIDA,
INC.,** a Florida corporation

By: 

Thomas Laurita, President

**PROHEALTHCARE OF FORT
LAUDERDALE, INC.,**
a Florida corporation

By: 

Thomas Laurita, President

**PROHEALTHCARE OF MIAMI
BEACH, INC.,** a Florida corporation

By: 

Thomas Laurita, President

**PROHEALTHCARE OF PALM
BEACH, INC.,** a Florida corporation

By: 

Thomas Laurita, President

PROHEALTHCARE FLORIDA, INC.
a Delaware corporation

By: 

Thomas Laurita, President