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PARALEGAL
SHELLEY WEBER
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February 15, 2002
VIA AIRBORNE EXPRESS

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PERSONAL AND CONFIDENTIAL

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Sean Toner
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sean:

Please find enclosed the Uniform Business Report form for Hyde Park Medical Associates, Inc. as well as their check in the amount of \$600.00 for the filing fee along with the Amended and Restated Articles of Incorporation, Articles of Amendment, Articles of Merger and Agreement of Merger and Plan of Reorganization for filing along with the appropriate checks.

Please do not hesitate to contact me if you have any questions regarding the attached.

Very truly yours,

Ellen M. Tischio

Ellen M. Tischio

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Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HYDE PARK MERGING MEDICAL ASSOCIATES, P.A., a Florida corp.,
P97000043292

INTO

REPRODUCTIVE HEALTH ASSOCIATES, P.A., a Florida entity,
P96000040034.

File date: February 18, 2002

Corporate Specialist: Susan Payne

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
HYDE PARK MERGING MEDICAL ASSOCIATES, P.A.
INTO
REPRODUCTIVE HEALTH ASSOCIATES, P.A.**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, HYDE PARK MERGING MEDICAL ASSOCIATES, P.A., a Florida Professional Association, and REPRODUCTIVE HEALTH ASSOCIATES, P.A., a Florida Professional Association, adopt the following Articles of Merger for the purpose of merging HYDE PARK MERGING MEDICAL ASSOCIATES, P.A. into REPRODUCTIVE HEALTH ASSOCIATES, P.A.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of HYDE PARK MERGING MEDICAL ASSOCIATES, P.A. into REPRODUCTIVE HEALTH ASSOCIATES, P.A. is attached to these Articles as an Exhibit and incorporated herein by reference. REPRODUCTIVE HEALTH ASSOCIATES, P.A. shall be the Surviving Corporation.

Adoption of Plan

2. There are 1000 shares of common stock, each of \$1.00 par value of REPRODUCTIVE HEALTH ASSOCIATES, P.A. issued and outstanding that were entitled to vote on the Plan of Merger. All shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of REPRODUCTIVE HEALTH ASSOCIATES, P.A. held effective December 14, 2001.

3. The Plan of Merger was approved by the Board of Directors of REPRODUCTIVE HEALTH ASSOCIATES, P.A. at a special meeting of the Board held effective December __, 2001.

4. There are 1000 shares of common stock, each of \$1.00 par value of HYDE PARK MERGING MEDICAL ASSOCIATES, P.A. issued and outstanding that were entitled to vote on the Plan of Merger. All shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of HYDE PARK MERGING MEDICAL ASSOCIATES, P.A. held effective December 14, 2001.

5. The Plan of Merger was approved by the Board of Directors of HYDE PARK MERGING MEDICAL ASSOCIATES, P.A. at a special meeting of the Board held effective December 14, 2001.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective December 14th, 2001.

HYDE PARK MERGING MEDICAL
ASSOCIATES, P.A.

By: Catherine Cowart, MD
CATHERINE COWART, M.D.

Its: President

REPRODUCTIVE HEALTH ASSOCIATES, P.A.

By: Catherine Cowart, MD
CATHERINE COWART, M.D.

Its: President

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**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
HYDE PARK MERGING MEDICAL ASSOCIATES, P.A.
INTO
REPRODUCTIVE HEALTH ASSOCIATES, P.A.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective December ___, 2001, by and between HYDE PARK MERGING MEDICAL ASSOCIATES, P.A., a Florida Professional Association (the "Merging Corporation"), and REPRODUCTIVE HEALTH ASSOCIATES, P.A., a Florida Professional Association (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 2325 Ulmerton Road, Suite 1, Clearwater, FL 33765, Pinellas County, Florida, its Registered Agent being Alan S.Gassman, Esq., whose address is 1245 Court Street, Suite 102, Clearwater, FL 33756; and

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 2325 Ulmerton Road, Suite 1, Clearwater, FL 33765, Pinellas County, Florida, its Registered Agent being Alan S.Gassman, Esq., whose address is 1245 Court Street, Suite 102, Clearwater, FL 33756; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 1000 shares of common stock at \$1.00 par value; and

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

HYDE PARK MERGING MEDICAL
ASSOCIATES, P.A.

By: Catherine Cowart MD
CATHERINE COWART, M.D.

Its: President

REPRODUCTIVE HEALTH ASSOCIATES,
P.A.

By: 
CATHERINE COWART, M.D.

Its: President

This instrument was prepared by ALAN S. GASSMAN, P.A., whose address is 1245 Court Street, Suite 102, Clearwater, Florida 33756.

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