

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

000002049950--5

-01/08/97-01026-001

***1050.00 ***122.50

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) **EFFECTIVE DATE**
1/1/97
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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☐ Will wait

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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OVERPAYMENT 125.50
TOTAL 125.50

96 DEC 31 PM 12: 57
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DIVISION OF CORPORATIONS

RECEIVED
96 DEC 31 PM 12: 22
DIVISION OF CORPORATIONS

merger
1/2 (97)

Examiner's Initials

P96000075933

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATHINA KYRITSIS, M.D., P.A., #P96000098655, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 12:57

**ARTICLES OF MERGER
OF
ATHINA KYRITSIS, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.**

EFFECTIVE DATE
1/1/97

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, **ATHINA KYRITSIS, M.D., P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

ARTICLE I
Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

ARTICLE II
Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

ARTICLE III
Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

ATHINA KYRITSIS, M.D., P.A.

By: _____


Athina Kyritsis, M.D.
President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between **ATHINA KYRITSIS, M.D., P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Merging and Surviving Corporation.** At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Terms and Conditions of Merger.** The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

4. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

5. **Directors and Officers of Surviving Corporation.** The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.

6. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Company and Target shall be as follows:

a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.

b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:

(i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and

(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.

7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

ATHINA KYRITSIS, M.D., P.A.

By: _____


Athina Kyritsis, M.D.
President

P96000075933
Foley : Lardner

Requestor's Name
Address
222-6100
City/State/Zip Phone #

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 31 PM 1:14

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

merger
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DIVISION OF CORPORATIONS
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R. AGENT
CERT. COPY \$2.50
CUS
OVERPAYMENT
TOTAL 122.50

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Examiner's Initials

sf

P96000075933

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHILLIP M. FRANCIS, JR., M.D., P.A., #K97148, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
PHILLIP M. FRANCIS, JR., M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

96 DEC 31 PM 1:14

EFFECTIVE DATE
1/1/97

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, PHILLIP M. FRANCIS, JR., M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

ARTICLE I
Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

ARTICLE II
Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

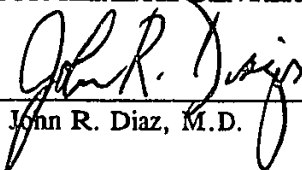
ARTICLE III
Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

PHILLIP M. FRANCIS, JR., M.D.,
P.A.

By: Phillip M. Francis, Jr.
Phillip M. Francis, Jr., M.D.
President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between **PHILLIP M. FRANCIS, JR., M.D., P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Merging and Surviving Corporation.** At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Terms and Conditions of Merger.** The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

4. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

5. **Directors and Officers of Surviving Corporation.** The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.

6. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Company and Target shall be as follows:

a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.

b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:

(i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and

(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

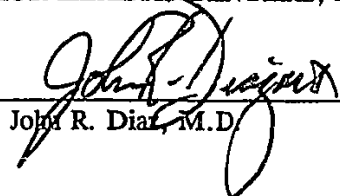
c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.

7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

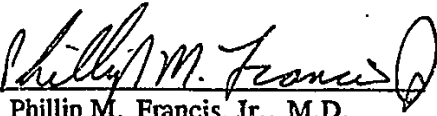
ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Dial, M.D.

PHILLIP M. FRANCIS, JR., M.D., P.A.

By: _____


Phillip M. Francis, Jr., M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

700002049957--3

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

1. _____ (Corporation Name) (Document #) **EFFECTIVE DATE** 1/1/97
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NEW FILINGS	
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<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 type="checkbox"/>	Merger

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

REGISTRATION/ QUALIFICATION	
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merger
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CUS _____
OVERPAYMENT _____
TOTAL 122.50

Examiner's Initials

sf

P960000075933

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBERT M. KOROLEVICH, M.D., P.A., #P96000067206, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

P96000075933

Toley & Lardner

Requestor's Name

Address

222-6100

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NEW FILINGS	
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<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 type="checkbox"/>	Merger

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<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

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OVERPAYMENT
TOTAL 122.50

Examiner's Initials

P96000075933

ARTICLES OF MERGER
Merger Sheet

MERGING:

HERMES O. KOOP, M.D., P.A., #V48283, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
HERMES O. KOOP, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE
1/1/97

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, **HERMES O. KOOP, M.D., P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

ARTICLE I
Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

ARTICLE II
Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

ARTICLE III
Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

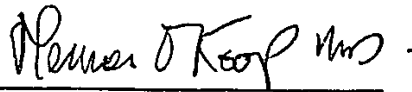
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

HERMES O. KOOP, M.D., P.A.

By: 
Hermes O. Koop, M.D.
President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between **HERMES O. KOOP, M.D., P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company").

WITNESSETH:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Merging and Surviving Corporation.** At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Terms and Conditions of Merger.** The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

4. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

5. **Directors and Officers of Surviving Corporation.** The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.

6. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Company and Target shall be as follows:

a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.

b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:

(i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and

(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.

7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

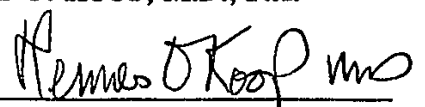
ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

HERMES O. KOOP, M.D., P.A.

By: _____


Hermes O. Koop, M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

200002049962--8

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

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(Document #)

1/1/97

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(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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☐ Certificate of Status

☐ OVERPAYMENT

FILING 70

CERT COPY 52.50

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TOTAL 122.50

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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merger 70

P96000075933

ARTICLES OF MERGER
Merger Sheet

MERGING:

KATAR, P.A., P96000098992, a FL corp.

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P96000075933

File date: December 31, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
OF
KATAR, P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

1/1/97

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, KATAR, P.A., a Florida professional service corporation ("Target"), and ANCHOR HEALTH CENTERS, P.A., a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

ARTICLE I
Plan of Merger

A Plan of Merger dated as of December 7, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

ARTICLE II
Adoption of Plan

The aforesaid Plan of Merger was approved by unanimous written consent of the shareholders of Target on December 7, 1996 and by unanimous written consent of the shareholders of the Company on December 7, 1996.

ARTICLE III
Effective Date

The Plan of Merger shall be effective as of January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

KATAR, P.A.

By: Katarina E. Ondrejicka, M.D.

Katarina E. Ondrejicka, M.D.
President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between **KATAR, P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its shareholders, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its shareholders, that Target be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Target and the shareholders of Company have approved this Plan by unanimous written consent on December 7, 1996.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Merging and Surviving Corporation.** At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Terms and Conditions of Merger.** The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

4. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

5. **Directors and Officers of Surviving Corporation.** The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.

6. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Company and Target shall be as follows:

a. On the Effective Date each share of Company Stock, whether Class A or Class B, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retrieved without payment of any consideration therefor and shall cease to exist.

b. On the Effective Date of the Merger, all issued and outstanding shares of common stock of Target shall, by virtue of the Merger and without any action on the part of the holder:

(i) be converted into the right to receive one (1) share of Class B Common Stock, \$0.01 par value, of the Company for each one dollar (\$1.00) of value, which shall equal the fair market value on the Effective Date, of all assets of the Target transferred to the Surviving Corporation pursuant to the Merger, and all shares of common stock of Target shall thereafter cease to exist; and

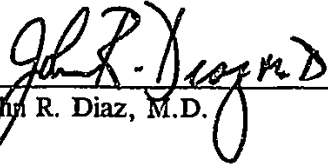
(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

c. On the Effective Date of the Merger, each shareholder of Target shall, by virtue of the Merger, receive one (1) share Class A Common Stock.

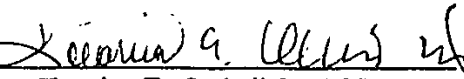
7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997..

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

By: 
John R. Diaz, M.D.

KATAR, P.A.

By: 
Katarina E. Ondrejicka, M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

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

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

EFFECTIVE DATE

1/1/97

☒ Walk in

☒ Pick up time

1/2 10am

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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merger

Examiner's Initials