FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

96 DEC 31 PM 1: 31

ARTICLES OF MERGER
OF
PARSONS & FERGUSON, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS. P.A.

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, PARSONS & FERGUSON, 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.,

John R Diss Mul

PARSONS & FERGUSON, M.D., P.A.

By:

President

President

#### PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between PARSONS & FERGUSON, 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. <u>Merging and Surviving Corporation</u>. 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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. Daz, M.D.

PARSONS & FERGUSON, M.D., P.A.

Rv:

Ferguson, M.D.

#### Address 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time 12 10am Certified Copy Photocopy Certificate of Status AMENDMENTS NEW FILINGS Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Dissolution/Withdrawal **Domestication** Other OTHER FILINGS REGISTRATION/ QUALIFICATION/2 Annual Report Foreign FILING 70 3 Fictitious Name AL AGENT Limited Partnership Name Reservation CERT. COPY 52.50 Reinstatement Cus Trademark OVERDAYMENT TOTAL 122.50 Other Examiner's Initials CR2E031(195) neizer

## P96000075933

ARTICLES OF MERGER Merger Sheet

MERGING:

PAUL O. JONES, JR., M.D., P.A., #V38086, 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

96 DEC 31 PH 1: 35

PAUL O. JONES, JR., M.D., P.A. INTO

EFFECTIVE DATE

ANCHOR HEALTH CENTERS, P.A.

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, PAUL O. JONES, 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.,

PAUL O. JONES, JR., M.D., P.A.

By: Cano 10 - Sone S I m>
Paul O. Jones, 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 PAUL O. JONES, JR., 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. <u>Merging and Surviving Corporation</u>. 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. <u>Terms and Conditions of Merger.</u> 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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:

PAUL O. JONES, JR., M.D., P.A.

Paul O. Jones, Jr., M.D.

President

| · Folen i                                      | 000<br>Lardner   | 975933  |
|--|--|---|
| Reques   | stor's Name  |   |
|  |  | ]   |
|  | Address 222-6100   | 000020499703<br>-01/08/9701026002<br>****420.00 ****122.50  |
| City/State/Zip                                 | Phone #  | Office Use Only   |
| CORPOR ATTON NA                                | ME(S) & DOCUMENT NUI   | MBER(S), (if known):  |
| COMUNATION                                     | TILLO SE DOCUMENT NO   |   |
| 1.   |  |   |
| (Corporat                                      | ion Name) (I   | Document #)   |
| 2(Corporat                                     | ion Name) (I   | Document #)   |
| 3.   | •  | <b>96</b>   |
| (Corporat                                      | ion Name) (I   | Document #)   |
| 4.   | ion Name) (I   | Document #)   |
|  | Pick up time \( \frac{1}{2} \)   O^{\alpha} \( \frac{1}{2} \)   Photocopy              | Certificate of Status   |
| NEW FILINGS                                    | AMENDMENTS   | RAGENT 52.50  |
| Profit   | Amendment  | CERT. COFYDX:   |
| NonProfit                                      | Resignation of R.A., Officer/Dis   | CUS<br>OVERPAYMENT  |
| Limited Liability                              | Change of Registered Agent   | TOTAL 122.50  |
| Domestication                                  | Dissolution/Withdrawal   | 8   |
| Other  | Merger   | 98 38 38 38 38 38 38 38 38 38 38 38 38 38   |
| Annual Report Fictitious Name Name Reservation | REGISTRATION/ QUALIFICATION/ Foreign Limited Partnership Reinstatement Trademark Other | OWNECH OF CE BRATICH  100 PM 200 P |
| CR2E031(1 95)                                  |  | Examiner's Initials   |
|  |  |   |

## P96000075933

#### ARTICLES OF MERGER Merger Sheet

**MERGING:** 

ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A., #P94000056056, 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 1:57

#### ARTICLES OF MERGER OF

## ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A. INTO

ANCHOR HEALTH CENTERS, P.A.

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, 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 HEALTN CENTERS, P.A.,

3y:\_\_\_

ohn R. Diaz, M.

ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A.

Dulce M. Villacampa, M.J. President

#### PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 7th day of December, 1996, by and between ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, 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. <u>Terms and Conditions of Merger.</u> 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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.,

y:\_\_\_\_\_

ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A.

Dulce M. Villacampa, M.D.

President

| City/State/2   |  |  | 00020499 -01/08/97010 ****420.00 * | 126002              |
|--|--|--|------------------------------------|---------------------|
| 1(Corpo  | NAME(S) & DOCUMENT  pration Name)  pration Name)  pration Name)  | (Document #)  (Document #)  (Document #) | EFFECTIVE DATE                     | Associations (1.55) |
|  | Pick up time 2 C  Will wait Photoe  AMENDMENTS  Amendment  Resignation of R.A., Office  Change of Registered Age  Dissolution/Withdrawal  Merger | Copy Certification                       | nte of Status                      |                     |
| OTHER FILINGS:  Annual Report  Fictitious Name  Name Reservation | REGISTRATION OUALIFICATIO  Foreign Limited Partnership Reinstatement Trademark Other   | · BER D. ACTION                          | <u> </u>                           | RECEIVED            |
| CR2E031(1 95)  | •  | Examine                                  | r's Initials                       |                     |

## P96000075933

ARTICLES OF MERGER Merger Sheet

**MERGING:** 

JOHN R. DIAZ, M.D., P.A., P96000053223, 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 1:55

ARTICLES OF MERGER
OF
JOHN R. DIAZ, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, JOHN R. DIAZ, 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.,

Toke D Ding M N

JOHN R. DIAZ, M.D., P.A.

John R. Diaz, 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 JOHN R. DIAZ, 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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.,

y: <u>(ARM)</u>

JOHN R. DIAZ, M.D., P.A.

sy: \_\_\_\_\_\_\_\_\_\_

Dracidant

| Foley   | DOOC<br>Lavdne<br>uestor's Name                                  |  | 59                                    | 33   |
|---|--|--|---------------------------------------|--|
| City/State/Z<br>CORPORATION N                                 | Address 222-66 Zip Phone # Cindy NAME(S) & DOCUME                |  | -01/08/9<br>***1050<br>Office Use Onl | 499481<br> 9701026001<br> 0.00 ****122.50<br> y  |
| 2   | oration Name)  | (Document #)   |                                       |  |
| 4(Corpo   | oration Name)  | (Document #)   |                                       | OF OF CONFORMATION OF THE PROPERTY OF CONFORMATION OF THE PROPERTY OF CONFORMATION OF THE PROPERTY OF THE PROP |
|   | Pick up time /2- Will wait Pho AMENDMENTS                        | otocopy Cer  | tified Copy<br>tificate of Status     | FFECTIVE DAILE   |
| Profit  | Amendment  |  |                                       | 1 1  |
| NonProfit Limited Liability                                   | Resignation of R.A., Of Change of Registered A                   | Agent FILING  B. AGENT   | 10                                    | 85 050 38<br>96 050 31   |
| NonProfit Limited Liability Domestication Other               | Change of Registered A Dissolution/Withdrawa Merger  REGISTRATIO | Agent FILING  R. AGENT  CERT. COPY  CUS  OVERPAYMEN  ON/ OTAL 10   | 52.50                                 | ·· (D) /U  |
| NonProfit Limited Liability Domestication Other OTHER FILINGS | Change of Registered A Dissolution/Withdrawa Merger              | Agent FILING  R. AGENT  CERT. CO FY  CUS  OVERPAYMEN  ON/ OTAL  IS | 52.50<br>52.50                        | 3 3 2 2  |

...

## P96000075933

ARTICLES OF MERGER Merger Sheet

**MERGING:** 

DULCE M. VILLACAMPA, M.D., P.A., a FL corp., #S91726

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: 35

ARTICLES OF MERGER
OF
DULCE M. VILLACAMPA, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

FEFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, DULCE M. VILLACAMPA, 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.

By:\_

ANCHOR HEALTH GENTERS, P.A.,

Y-1 77 D: 14

DULCE M. VILLACAMPA, M.D., P.A.

Dulce M. Villacampa, 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 DULCE M. VILLACAMPA, 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. <u>Merging and Surviving Corporation</u>. 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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.,

sy: 70a-1

DULCE M. VILLACAMPA, M.D., P.A.

Dulce M. Villacampa, M.D.

President

| Foley ¿ Lardner Requestor's Name  | 075932   |
|---|--|
| Address  222-6(00  City/State/Zip Phone #  CORPORATION NAME(S) & DOCUMENT NUMBE   | 600020499467 -01/08/9701026001 ***1050.00 ****122.50  Office Use Only  :R(S), (if known):  |
| 1   | ent#)  Certified Copy  |
| Annual Report Fictitious Name  Name Reservation  Reinstatement  Reciprocal Reservation  Reinstatement  Reservation  Reinstatement | Examiner's Initials  EFFECTIVE DATE  OVISION CONTROL  OFFICE OF THE PROPERTY O |

## P96000075933

Merger Sheet

**MERGING:** 

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A., #P93000014818, 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

96 DEC 31 PM 12: 53

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A.
INTO
ANCHOR HEALTH CENTERS, P.A.

EFFECTIVE DATE

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, 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.,

John P. Dioz. M

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A.

By: Jod 7. Maser, 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 JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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.,

Ву:\_\_\_\_\_\_

JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, M.D., P.A.

Jad F. Naser, M.D.

President

C/\WP51\DOC\$\9AK\MED\PLANMERG,FRM||2/6/96||189008|\$AK:000

| Follow & Reque                    | abole Lavaner estor's Name        | 0075935  |
|-----------------------------------|-----------------------------------|--|
| City/State/Zip                    | Address 222-6100 Phone #          | 3000020499437° -01/08/9701026001 ***1050.00 ****122.50   |
| CORPORATION NA                    | I<br>ME(S) & DOCUMENT NUM         | (BER(S), (if known):   |
| CORCINATION                       | EME(5) & DOCUMENT NON             |  |
| •                                 |                                   | ocument #)   |
| (Corpora                          |                                   | EFFECTIVE DATE  ocument #)  EFFECTIVE DATE   |
| 4(Согрога                         | dion Name) (D                     | ocument #)   |
|                                   | Pick up time $\sqrt{2}$ Photocopy |  |
| NEW FILINGS                       | AMENDMENTS:                       | 10 TO  |
| Profit                            | Amendment                         | AGEVT  |
| NonProfit                         | Resignation of R.A., Officer/Dir  | TRT. COPY 52.5   |
| Limited Liebility                 | Change of Registered Agent        | OVERPAYMENT S  |
| Domestication                     | Dissolution/Withdrawal            | TOTAL LANGUE SALES   |
| Other                             | Merger                            | PERIOTAL PROPERTY OF COMPLETED   |
|                                   | REGISTRATION/2                    | A SECOND   |
| OTHERFILINGS                      | OUALIFICATION                     | MA CONTRACTOR  |
| Audital Report                    | Foreign                           | merger = ~   |
| Fictitious Name  Name Reservation | Limited Partnership               | 60   |
| Maile reservation                 | Reinstatement                     | FOTAL DESCRIVED RECEIVED RECEI |
| <u> </u>                          | Trademark                         |  |
| Ĺ                                 | Other                             |  |
| CR2E031(195)                      |                                   | Exeminer's Initials  |

# P96000075933

ARTICLES OF MERGER Merger Sheet

**MERGING:** 

ROBERT E. HANSON, M.D., P.A., #V36907, 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

96 DEC 31 PM 1: 06

ARTICLES OF MERGER  $\mathbf{OF}$ ROBERT E. HANSON, M.D., P.A.

INTO

ANCHOR HEALTH CENTERS, P.A.

Pursuant to Sections 621.13(1), 621.13(3), and 607.1105 of the Florida Statutes, the undersigned corporations, ROBERT E. HANSON, 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.,

John/R. Diaz, M.D.

ROBERT E. HANSON, M.D., P.A.

By:\_

Robert E. Hanson, 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 ROBERT E. HANSON, 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. <u>Merging and Surviving Corporation</u>. 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. <u>Bylaws of Surviving Corporation</u>. 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. <u>Directors and Officers of Surviving Corporation</u>. 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. <u>Conversion and Exchange of Shares</u>. 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, 1

ROBERT E. HANSON, M.D., P.A.

By:

Robert E. Hanson, M.D.

President