

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
1/1/97

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.,

By: _____

John R. Diaz
John R. Diaz, M.D.

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

By:



George W. Ferguson, 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 PARSONS & FERGUSON, 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.

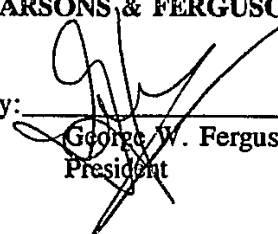
ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

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

By: _____


George W. Ferguson, M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

800002049968--9

-01/08/97-01026--002

***420.00 ***122.50

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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SECRETARY OF STATE
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96 DEC 31 PM 1:35

- ☒ Walk in ☒ Pick up time 1/2 10am ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

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

EFFECTIVE DATE
1/1/97

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

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

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96 DEC 31 PM 12:22
DIVISION OF CORPORATIONS

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R. AGENT _____
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OVERPAYMENT _____
TOTAL 122.50

Examiner's Initials

merger

Sf

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:35

ARTICLES OF MERGER
OF
PAUL O. JONES, JR., 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, 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.,

By: _____

John R. Diaz, M.D.

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

By: Paul O. Jones Jr MD
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. **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

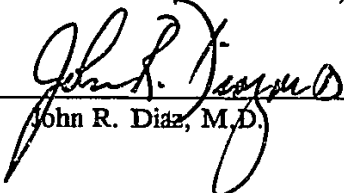
(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

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.

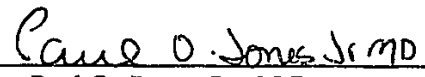
7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

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.

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

By: 
Paul O. Jones, Jr., M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

000002049970--3

-01/08/97-01026--002

****420.00 ****122.50

Office Use Only

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

☐ Mail out

☒ Pick up time

1/2 10am

☐ Will wait

☐ Photocopy

☐ Certified Copy

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96 DEC 31 PM 1:57

NEW FILINGS	
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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

FILING

70

R. AGENT

CERT. COPY 52.50

CUS

OVERPAYMENT

TOTAL 122.50

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

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

merger

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1/2/97

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DIVISION OF CORPORATIONS

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

**ARTICLES OF MERGER
OF
ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, 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, **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.

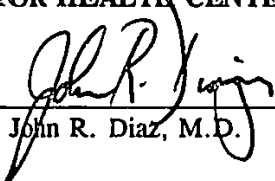
**ARTICLE III
Effective Date**

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 HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

**ASSOCIATES IN PEDIATRIC AND
ADOLESCENT MEDICINE, P.A.**

By 

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 **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").

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

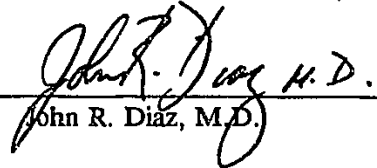
(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

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.

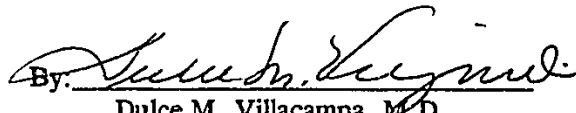
7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

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.

ASSOCIATES IN PEDIATRIC AND
ADOLESCENT MEDICINE, P.A.

By: 
Dulce M. Villacampa, M.D.
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

200002049972--7

-01/08/97-01026--002

****420.00 ****122.50

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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

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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

FILING 70

R. AGENT

CERT. COPY 52.50

CUS

OVERPAYMENT

TOTAL 122.50

RECEIVED

95 DEC 31 PM 12:22

95 DEC 31 PM 1:55

Examiner's Initials

SP

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

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:55

EFFECTIVE DATE
1/1/97

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:

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ARTICLE III
Effective Date

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

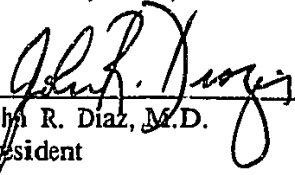
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____

John R. Diaz, M.D.

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

By: 
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").

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

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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

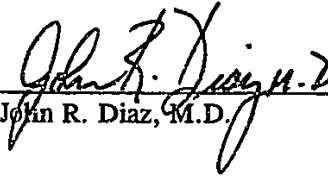
(ii) the Class B Common Stock of Company received by Target, by virtue of the Merger, shall be apportioned to the shareholders of Target according to each shareholder's ownership interest in Target in effect immediately prior to the Effective Date.

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.

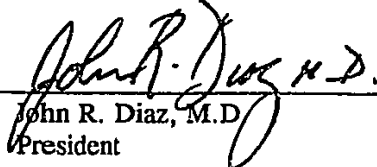
7. **Effective Date of Merger.** The "Effective Date" of the Merger shall be January 1, 1997.

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.

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

By: 
John R. Diaz, M.D.
President

P96000075933

Foley, Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

Cindy

800002049948--1

-01/08/97--01026--001

1050.00 *122.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

1/2 10am

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 31 PM 12:35

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<input type="checkbox"/>	Other

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

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

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

EFFECTIVE DATE

1/1/97

DIVISION OF CORPORATION

96 DEC 31 PM 12:22

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OVERPAYMENT

TOTAL 122.50

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FILING
R. AGENT
CERT. COPY 52.50
CUS

merger
for 1/2/97

Examiner's Initials

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.

EFFECTIVE DATE

1/1/97

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.

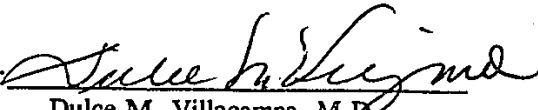
IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: _____

John R. Diaz, M.D.

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

By: 
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").

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.

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

By: 

Dulce M. Villacampa, M.D.
President

P960000075933
Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

600002049946--7

-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 #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☒ Walk in
 ☒ Pick up time 1/2 10am
 ☒ Certified Copy
☐ Mail out
 ☐ Will wait
☐ Photocopy
☐ Certificate of Status

FILED
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EFFECTIVE DATE
1/1/97

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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
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 R. AGENT _____
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 OVERPAYMENT _____
 TOTAL 122.50

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 96 DEC 31 PM 12:22
 DIVISION OF CORPORATIONS

Examiner's Initials

P96000075933

ARTICLES OF MERGER
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

96 DEC 31 PM 12:53

**ARTICLES OF MERGER
OF
JAD F. NASER, M.D., AND FARIBA GHAZIZADEH, 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, **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.

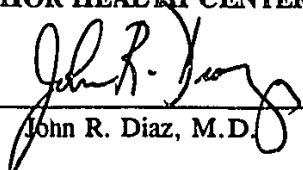
**ARTICLE III
Effective Date**

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.,

By: _____


John R. Diaz, M.D.

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

By: Jad F. Naser, M.D.
Jad F. Naser, 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. **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.

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

By: _____


Jad F. Naser, M.D.
President

P960000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

300002049943--7

-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 #)

3. _____ (Corporation Name) (Document #)

EFFECTIVE DATE

1/1/97

4. _____ (Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 31 PM 1:06

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☐ Mail out

☒ Pick up time

1/2 10am

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

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AMENDMENTS	
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<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

R. AGENT

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OVERPAYMENT

TOTAL

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52.50

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96 DEC 31 PM 12:22
DIVISION OF CORPORATIONS

OTHER FILINGS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merger

38 1/2/97

Examiner'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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:06

**ARTICLES OF MERGER
OF
ROBERT E. HANSON, 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, **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.,

By: _____

John R. Diaz
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. **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.

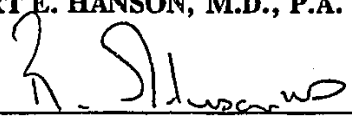
ANCHOR HEALTH CENTERS, P.A.,

By: _____


John R. Diaz, M.D.

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

By: _____


Robert E. Hanson, M.D.
President