

P96000075933

Foley, Lancelot  
Requestor's Name

Address

City/State/Zip

Phone #

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-03/01/96--01043--003  
\*\*\*122.50 \*\*\*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 #)

FILED  
SEP 12 PM 04  
DIVISION OF CORPORATION

☒ Walk in  
☐ Mail out

☒ Pick up time *11:00*  
☐ Will wait

☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

NEW FILINGS	
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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

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

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

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SEP 9 PM 2:31  
DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Northam**  
**Secretary of State**

**September 9, 1996**

**FOLEY & LARDNER**

**SUBJECT: ANCHOR HEALTH CENTER, P.A.**  
**Ref. Number: W96000018898**

**We have received your document for ANCHOR HEALTH CENTER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The specific nature of business of the professional association must be stated in the document.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6067.**

**Noysa Culligan**  
**Document Specialist**

**Letter Number: 996A00041975**

**ARTICLES OF INCORPORATION  
OF  
ANCHOR HEALTH CENTER, P.A.**

(a Florida professional service corporation)

FILED  
95 SEP 12 PM 04  
CLERK OF DISTRICT COURT  
NORTH DAKOTA

**THE UNDERSIGNED**, acting as sole incorporator of **ANCHOR HEALTH CENTER, P.A.** under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is **ANCHOR HEALTH CENTER, P.A.** (the "corporation").

**ARTICLE II**

**Purpose**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. The specific nature of the business is to practice medicine.

**ARTICLE III**

**Duration**

The period of existence of the Corporation is perpetual.

**ARTICLE IV**

**Principal Office; Mailing Address**

The address of the principal office of the corporation is 1100 Fifth Ave. South, Suite 201, Naples, Florida 33940. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation. The mailing address of the corporation is 1100 Fifth Ave. South, Suite 201, Naples, Florida 33940.

## ARTICLE V

### Shares

The corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock, One Cent (\$0.01) par value per share.

## ARTICLE VI

### Initial Registered Office and Agent

The address of the Initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32202-3527, and the Initial Registered Agent at such address is F & L Corp.

## ARTICLE VII

### Incorporator

The name and address of the sole incorporator of the corporation is: Kelly M. Braun, c/o Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32802-2193.

**IN WITNESS WHEREOF**, these Articles of Incorporation have been signed by the undersigned incorporator this 10th day of September, 1996.

  
\_\_\_\_\_  
Kelly M. Braun, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

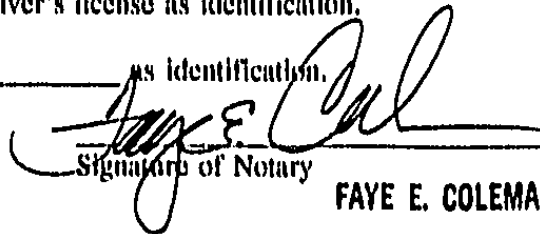
The foregoing instrument was acknowledged before me this 10th day of September, 1996,  
by Kelly M. Braun. Such person did not take an oath and: *(notary must check applicable box)*

☒ is/are personally known to me.

☐ produced a current Florida driver's license as identification.

☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

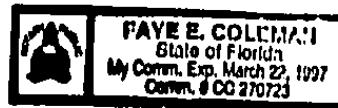
  
\_\_\_\_\_  
Signature of Notary

FAYE E. COLEMAN

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

\_\_\_\_\_  
Commission Number (if not legible on seal):

\_\_\_\_\_  
My Commission Expires (if not legible on seal):



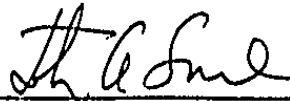
**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, a foreign corporation authorized to transact business in the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 10th day of September, 1996.

**REGISTERED AGENT:**

**F & L CORP.,**  
a Wisconsin corporation

By:   
John A. Sanders, Agent

**FILED**  
96 SEP 12 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Foley + Gardner** **P96 000075933**

Requestor's Name \_\_\_\_\_

Address **222-6 100**

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

NOV 12 1996  
 CORPORATION  
 200002001592-1-3  
 -17/12/96--01018--020  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00  
 Office Use Only

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

1. **Anchor Health Center, P.A.**  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

**FILED**  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 96 NOV 12 PM 2:51

☒ Walk in    
 ☒ Pick up time **3:30**    
 ☐ Certified Copy  
☐ Mail out    
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☐ Photocopy    
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<input type="checkbox"/>	Limited Liability
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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

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

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

**N. HENDRICKS** NOV 12 1996

Examiner's Initials	
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**ANCHOR HEALTH CENTER, P.A.**

**Articles of Amendment  
to the Articles of Incorporation**

**FILED**  
96 NOV 12 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned, being the sole Incorporator of Anchor Health Center, P.A. (the "Corporation"), adopts the following Articles of Amendment to the Articles of Incorporation of the Corporation:

1. The name of the Corporation is presently ANCHOR HEALTH CENTER<sup>RP</sup>, P.A..
2. The following Amendment to the Articles of Incorporation was adopted by the sole Incorporator of the Corporation on November 5, 1996, in the manner prescribed by the Florida Business Corporation Act:

Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of the corporation is ANCHOR HEALTH CENTERS, P.A., (the "corporation").

3. This Amendment shall become effective on the date of filing of these Articles of Amendment with the Florida Department of State.
4. These Articles of Amendment were adopted prior to the issuance of any shares of the Corporation.

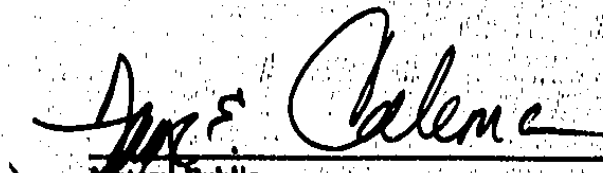
Dated this 5th day of November, 1996.

  
Kelly M. Braun, Incorporator



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 1996, by Kelly M. Braun, as Incorporator of Anchor Health Centers, P.A., a Florida professional service corporation, on behalf of the corporation. She is personally known to me and did not take an oath.

  
\_\_\_\_\_  
Notary Public  
FAYE E. COLEMAN  
\_\_\_\_\_  
Printed Name

My Commission Expires:



**P9600075933**

Requestor's Name  
Address  
City/State/Zip  
Phone #

1000020341112  
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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 #)

FILED  
96 DEC 20 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 2:30 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

RECEIVED  
96 DEC 20 AM 11:09  
DIVISION OF CORPORATION

*AM*  
*DEC 20*

Examiner's Initials

**ARTICLES OF AMENDMENT  
OF  
ANCHOR HEALTH CENTERS, P.A.**

FILED  
86 DEC 20 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 621.13 and 607.1001 of the Florida Statutes, the undersigned corporation, **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation, hereby adopts the following Articles of Amendment amending its Articles of Incorporation to change its issuance of shares:

**ARTICLE I**

**Name of the Corporation**

The name of the corporation adopting these Articles of Amendment is **ANCHOR HEALTH CENTERS, P.A.** (the "Corporation").

**ARTICLE II**

**Amendment to Shares**

Article V of the Articles of Incorporation shall be amended to read as follows:

The Corporation shall have the authority to issue Two Million Ten Thousand (2,010,000) Shares of Common Stock, One Cent (\$0.01) par value per share. Such authorized Common Stock shall be divided into two classes designated as Class A Common Stock and Class B Common Stock, with Class A Common Stock consisting of Ten Thousand (10,000) shares and Class B Common Stock consisting of Two Million (2,000,000) shares. The rights and preferences of the shares of each class shall be as identical except that:

- (a) the holders of shares of Class A Common Stock shall be entitled to one (1) vote per share on all matters submitted to a vote of the shareholders of the corporation and shall be entitled to all of the assets of the Corporation upon dissolution and liquidation of the Corporation after all of the debts and other obligations of the Corporation have been paid in accordance with § 607.1406 of the Florida Statutes, and the holders of Shares of Class B Common Stock have received a return of the book value of their capital contributions to the Corporation; and
- (b) the holders of shares of Class B Common Stock shall not have voting rights; shall not be entitled to dividends; and upon dissolution and liquidation of the Corporation shall be entitled only to a return of the book value of their capital contributions to the Corporation.

**ARTICLE III**  
**Adoption of Amendments**

The aforesaid amendments to the Articles of Incorporation of the Company were adopted and approved by the Board of Directors of the Company on December 7, 1996 and the shareholders of the Company on December 7, 1996. The number of votes cast for each of the amendments by the shareholders of the Company was sufficient for approval of such amendments.

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

**ANCHOR HEALTH CENTERS, P.A., a**  
**Florida professional service corporation**

By: \_\_\_\_\_

  
John R. Diaz, M.D.  
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

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-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 #)
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(Corporation Name) (Document #)

EFFECTIVE DATE  
1/1/97

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

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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<input type="checkbox"/>	Merger

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OVERPAYMENT 0.00  
TOTAL 125.50

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DIVISION OF CORPORATIONS

Examiner's Initials

**P96000075933**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

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

**INTO**

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

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

**Corporate Specialist: Susan Payne**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 12:57

EFFECTIVE DATE

1/1/97

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

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

John R. Diaz, M.D.

**ATHINA KYRITIS, M.D., P.A.**

By: 

**Athina Kyrktsis, M.D.  
President**



## **PLAN OF MERGER**

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

### **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.

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

By: \_\_\_\_\_

  
Athina Kyritsis, M.D.  
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

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\*\*\*1050.00 \*\*\*\*122.50

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #) EFFECTIVE DATE  
\_\_\_\_\_ 12
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk in

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☒ Pick up time 1/2 10AM

☐ Will wait

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☐ Certificate of Status

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

AMENDMENTS	
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<input type="checkbox"/>	Merger

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

merge  
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DIVISION OF CORPORATIONS  
95 DEC 31 PM 12:22  
RECEIVED  
FILE NO 70  
R. AGENT  
CERT. COPY \$2.50  
CUS  
OVERPAYMENT  
TOTAL 122.50

Examiner's Initials

sf

P96000075933

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

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

**INTO**

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

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

**Corporate Specialist: Susan Payne**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:14

EFFECTIVE DATE  
1/1/97

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

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

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

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

By:

*Phillip M. Francis, Jr.*

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

## **PLAN OF MERGER**

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

### **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.

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

By: 

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

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

700002049957--3

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

\*\*\*1050.00 \*\*\*122.50

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **EFFECTIVE DATE** 11/1/97
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☐ Mail out

☒ Pick up

☐ Will wait

1/2 10AM

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

FILED STATE  
SECRETARY OF CORPORATIONS  
DEC 31 PM 1:16

NEW FILINGS	
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<input type="checkbox"/>	Other

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

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

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

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sf  
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DIVISION OF CORPORATIONS  
FILING 70  
F. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAYMENT  
TOTAL 122.50

Examiner's Initials

sf

**P96000075933**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

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

**INTO**

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

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

**Corporate Specialist: Susan Payne**

**ARTICLES OF MERGER  
OF  
ROBERT M. KOROLEVICH, M.D., P.A.  
INTO  
ANCHOR HEALTH CENTERS, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:16

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 M. KOROLEVICH, 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.

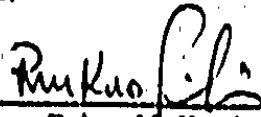
**IN WITNESS WHEREOF**, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 7th day of December, 1996.

ANCHOR HEALTH CENTERS, P.A.,

By: \_\_\_\_\_

  
John R. Diaz, M.D.

**ROBERT M. KOROLEVICH, M.D.,  
P.A.**

By:   
Robert M. Korolevich, 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 M. KOROLEVICH, 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 M. KOROLEVICH, M.D.,  
P.A.

By: 

Robert M. Korolevich, M.D.  
President

P96000075933

Toley, Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

000002049960--4

-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 #)

EFFECTIVE DATE  
1/1/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 31 PM 1:20

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS	
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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

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

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

merger  
58

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96 DEC 31 PM 12:22  
DIVISION OF CORPORATION

FILING 70  
R. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAYMENT  
TOTAL 122.50

Examiner's Initials

P96000075933

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

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

**INTO**

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

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

**Corporate Specialist: Susan Payne**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:20

EFFECTIVE DATE  
1/1/97

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

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

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

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

**By:**

**Hermes O. Koop, M.D.**  
**President**

## **PLAN OF MERGER**

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

### **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.

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

By: \_\_\_\_\_

  
Hermes O. Koop, M.D.  
President



P96000075433

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

200002049962--8

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

\*\*\*1050.00 \*\*\*122.50

Office Use Only

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

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

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DIVISION OF CORPORATIONS  
96 DEC 31 PM 1:46

☒ Walk in

☐ Mail out

☒ Pick up time 1/2 10AM

☐ Will wait

☐ Photocopy

☐ Certified

☐ Certified

FILE NO 70

R. AGENT

CERT COPY

CERT COPY

OVERPAYMENT

TOTAL

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122.50

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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

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

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

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DIVISION OF CORPORATIONS

12/28/96

Examiner's Initials

P96000075933

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

KATAR, P.A., P96000000992, a FL corp.

INTO

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

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

Corporate Specialist: Susan Payne

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 1:44

EFFECTIVE DATE

1/1/97

Pursuant to Sections 621.13(1), 621.13(3), and 607.1103 of the Florida Statutes, the undersigned corporations, **KATAR, P.A.**, a Florida professional service corporation ("Target"), and **ANCHOR HEALTH CENTERS, P.A.**, a Florida professional service corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

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

**KATAR, P.A.**

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

## **PLAN OF MERGER**

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

John R. Diaz, M.D.

KATAR, P.A.

By: Katarina E. Ondrejicka

Katarina E. Ondrejicka, M.D.  
President

P96000075933

Toley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

500002049965--B

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

\*\*\*1050.00 \*\*\*\*\*70.00

500002049965--B

-01/08/97--01026--002

\*\*\*420.00 \*\*\*\*\*52.50

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

☐ Certificate of Status

70

NEW FILINGS	
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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

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

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

R. AGENT

CERT. COPY 52.50

CUS

OVERPAYMENT

TOTAL 122.90

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96 DEC 31 PM 12:22  
DIVISION OF CORPORATION

sf  
merger

Examiner's Initials



P96000075933

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

PARSONS & FERGUSON, M.D., P.A., #K16091, 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  
PARSONS & FERGUSON, M.D., P.A.  
INTO  
ANCHOR HEALTH CENTERS, P.A.**

96 DEC 31 PM 11:31

**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.

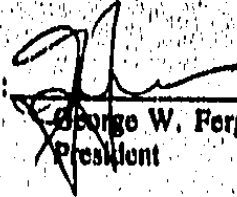
**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

*John R. Diaz, M.D.*  
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").

### **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.

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

By: \_\_\_\_\_

  
George W. Ferguson, M.D.

P96000075933

Foley & Lardner

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

800002049968--9  
-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 #)

SECRET FILED STATE  
OFFICE OF CORPORATIONS  
96 DEC 31 PM 1:35

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

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<input type="checkbox"/>	NonProfit
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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

REACTIVE MAIL  
1/1/97

OTHER FILINGS	
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<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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OFFICE OF CORPORATIONS

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R. AGENT  
CERT. COPY \$2.50  
CUE  
OVERPAYMENT  
TOTAL 122.50

Examiner's Initials Sf

merger

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  
PAUL O. JONES, JR., M.D., P.A.  
INTO  
ANCHOR HEALTH CENTERS, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 31 PM 1:35

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.*  
John R. Diaz, M.D.

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

By: Paul O. Jones, Jr., M.D.  
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").

### **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.

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

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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

1/2 10am

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
JAN 1 1997

NEW FILINGS	
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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

FILED 70  
R. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAYMENT  
TOTAL 122.50

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

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merger  
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DIVISION OF CORPORATIONS

Examiner's Initials

P96000075933

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**ASSOCIATES IN PEDIATRIC AND ADOLESCENT MEDICINE, P.A.,  
#P94000056058, 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  
96 DEC 31 PM 1:57

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.

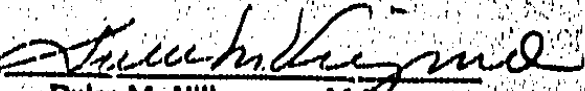
**ANCHOR HEALTH CENTERS, P.A.,**

By: \_\_\_\_\_

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



ASSOCIATES IN PEDIATRIC AND  
ADOLESCENT MEDICINE, P.A.

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