0000075933 Address City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 1180 Certified Copy Walk in Certificate of Status Photocopy Mail out Will wait AMENDMENTS " **NEW FILINGS** essep -9 PN 2: 31 Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger **OTHER FILINGS** REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

W94-18898

BEP 1 2 1996

Other

CR21 10/199



Soptombor 9, 1096

FOLEY & LARDNER

SUBJECT: ANCHOR HEALTH CENTER, P.A.

Rof. Numbor: 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 TO SHE

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 1

Name

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

ARTICLEJI

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_Y

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 YI

Initial Registered Office and Agent

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

ARTICLE YII

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



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

John A. Sanders, Agen

	juestor's Name Address	10 10 10 22	1			i i
City/State/	222-6 101			មួយ មួយ ***	:=-020 **95.0	3)
	NAME(S) & DOCUMENT or Health Goration Name)):			•
1	oration Name) oration Name)	(Document #)	SECRETALLA MA	ACM 95		
4. <u>(Coro</u>	oration Nume)	(Document #)	SSEC	12 PH		•
Walk in	Pick up time 3:30	Certified Co		2:51	.	
Walk in Mail out	Pick up time 3:30 Will wait Photo	Certified Co			Ü	
Walk in Mail out W FILINGS	Pick up time Will wait Photo AMENDMENTS Amendment Resignation of R.A., Office	Certified Co				
Walk in Mail out W FILINGS	Pick up time 3:30 Will wait Photo AMENDMENTS Amendment	Certified Co				
Walk in Mail out W FILINGS fit hProfit hited Liability mestication	Pick up time Will wait Photo AMENDMENTS Amendment Resignation of R.A., Office Change of Registered Age Dissolution/Withdrawal	Certified Co				

96 NOV 12 PH 2:51

ANCHOR HEALTH CENTER, P.A.

Articles of Amendment to the Articles of Incorporation

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 CENTED, 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 co-poration 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

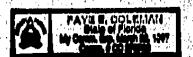
STATE OF PLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ______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

FAVE E

My Commission Expires:



Address City/State/Zip Phone N Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) **Walk** in Pick up time Certified Copy Mail out Photocopy Certificate of Status Will wait NEW FILLIOS AMENDMENTS Profit Amendment TECEIVED 96 DEC 20 M II: 09 DIVISION OF CORPORATION **NonProfit** Resignation of R.A., Officer/ Director **Limited Liability** Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger OTHER FILINGS - RECEIVENTON Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

Examiner's Initials

Trademark Other

ARTICLES OF AMENDMENT ANCHOR HEALTH CENTERS, P.A.

SECTE OF PHILES Fursuant 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 1 Name of the Corporation

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

ARTICLE 11 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:

- 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
- the holders of shares of Class B Common Stock shall not have voting **(b)** 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 HEAL/TH CENTERS, P.A., a Florida professional service corporation

John R.

resident

	Requestor's Name			
P-3 - 4 - 4 - 4 - 4 - 4 - 4 - 4 - 4 - 4 -				
	Address 222- 4	(00)	000002049950 -01/09/9701026 ****1050.00	-001
Cit	y/State/Zip Phone			icc.
•			Office Use Only	
CORPORA	TION NAME(S) & DOCUM	ment number(s), (i	f known);	l _{ij} e ,
•	1			
i.,	(Corporation Name)	(Document #)		
2,	(Corporation Name)			
2	(empositual (amile)	(Document #)	1/1/97	, , , , , , , , , , , , , , , , , , ,
J,	(Corporation Name)	(Document #)	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	А
		•		1.0
4	(Corporation Name)	(Document #)	96 DEC 3	
Walk in Mail out	XPick up time	Photocopy Cert	Lified Copy Lificate of Status	FILED STATES
Mail out	Pick up time /2 Will wait	Photocopy Cert	ificate of Status	FILED STATES
☐ Mail out	Pick up time 22 Will wait AVENDMEN Amendment	Photocopy Cert	ificate of Status	FILTER STATES
Mail out NEW FILINGS Profit	Pick up time 22 Will wait 15 AMENDMEN Amendment Resignation of R.A.	Photocopy Cert Officer/ Director Call	INC TO STATUS AGENT SERT. COPY 52.50	THE LEVEL STREETS
Mail out NAME ILINGS Profit NonProfit	Pick up time 22 Will wait AVENDMEN Amendment	Photocopy Cert Officer/ Director Call	AGENT SO STATES OF STATES	
Mail out NAVAFIGINGS Profit NonProfit Limited Liability	Will wait Will wait AMENDMEN Amendment Resignation of R.A. Change of Registers	Photocopy Cert Officer/ Director Call	AGENT SO STATES OF STATES	
Mail out Now FILINGS Profit NonProfit Limited Liability Domestication Other	Pick up time 22 Will wait AMENDMAN Amendment Resignation of R.A Change of Registers Dissolution/Withdra Merger	Photocopy Cert S Officer/ Director Id Agent Inval	AGENT SO STATES OF STATES	
Mail out NEWFILINGS Profit NonProfit Limited Liability Domestication Other	Pick up time /2 Will wait	Photocopy Cert Cofficer/ Director Id Agent Well Cofficer/ Director Cofficer/ Director Cofficer/ Director Cofficer/ Director	AGENT SO STATES OF STATES	
Profit NonProfit Limited Liability Domestication Other OTHER FIELD Annual Report	Pick up time 22 Will wait AMENDMAN Amendment Resignation of R.A Change of Registers Dissolution/Withdra Merger	Photocopy Cert S Officer/ Director Id Agent Wal 103// 11	AGENT SUS OTAL 123	
Mail out NEWFILINGS Profit NonProfit Limited Liability Domestication Other	Pick up time 22 Will wait 17 AMENDMEN Amendment Resignation of R.A. Change of Registers Dissolution/Withdra Merger GS: 12 CIST (A) COLARI (CA)	Photocopy Cert S Officer/ Director Id Agent Wal 103// 11	AGENT SUS OTAL 123	
Profit NonProfit Limited Liability Domestication Other OTHER TLID Annual Report Fictitious Name	Pick up time 22 Will wait 1 AMENDIAL Amendment Resignation of R.A. Change of Registers Dissolution/Withdra Merger GSE 2 REGISTERS F:	Photocopy Cent Signature Officer/ Director Id Agent IONA TONA TONA	AGENT SO SO STATE OF A	

P9600075933

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, 1995, effective January 1, 1997

Corporate Specialist: Susan Payne

FILED RECTETARY OF STATE DIVISION OF CORPORATIONS

96 DEC 31 PH 12: 57

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

EFFECTIVE DATE

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

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

The aforesaid Plan of Merger was any loved by unanimous written consent of the shareholders of Target on December 7, 1990 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.,

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

By:

Athina Kyrksis, M.D. President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan"), is entered into as of the 711 day of December, 1996, by and between ATHINA KYRITSIS, M.D., P.A., a Florida professional service corporation ("Target"), and ANCHOR HEAL/III 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 berein; 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:

- d. 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. <u>Directors and Officers of Surviving Corporation</u>. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. 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 WIEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Sections 621.13(3) and 607.1101 of the Florida Statutes, all as of the day and year first above written.

ANCHOR HEALTH CENTERS, P.A.,

y: part from

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

Rv:

Athina Kyritaia, M.D. President

	-to9e	Requesto	Lardn or's Name	er			· · · · · · · · · · · · · · · · · · ·
			ddress 222-6	100	-01/	120495 /08/9701026 +1050.00 +++	+122.50
	Clty/	State/Zip	Phone #		Office U	se Only	1
	CORPORAT	man nof	ie(s) 4 docum	ient numbe	CR(S), (if known):		
	1.						
		(Corporation	i Name)	(Docum	secol (F)		•
	2	(Corporation	i Name)	(Docum	sent (7)	FECTIVE DATE	
	3					1.172	
		(Corporation	Num)	(Docum	nect f)	<u> </u>	(C)
	4.					. 🔺 🥌	-743
	~	(Corporation	-	(Docum	vent #)	R.	
	Walk in Mail out		ck up time 1/2	•	Certified Copy Certificate of		CHECK CONTINUES
	Mail out	Økeid □ wii	ck up time $\sqrt{2}$ Il wait	Man	Certified Copy		Charles of I. In
┽╌	Mail out	Økeid □ wii	ck up time /2 If wait	Mam Photocopy	Certified Copy		CHECK STRICT
Ŀ	Mail out EW FILMINGS Profit	Økeid □ wii	il wait	Photocopy Officer/ Director	Certified Copy	Status	Control of the state of the sta
I.	Mail out EW FILMINGS Profit VonProfit Limited Liability	Økeid □ wii	Il wait	Photocopy Officer/ Director of Agent	Certified Copy	Status	STORESTANDS AND THE PROPERTY OF THE PROPERTY O
N L	Mail out EW FILMINGS Profit	Økeid □ wii	il wait	Photocopy Officer/ Director of Agent	Certified Copy	Status	STORESTON A I. IN
N L	Mail out EW FILINGS; Profit NonProfit Limited Liability Connectication	X Pic	It wait	Photocopy Officer/ Director of Agent	Certified Copy	Status	
	Mail out EW FILLINGS Profit VonProfit Limited Liability Domestication Diffic STAIN	X Pic	It wait	Photocopy Officer/ Director Agent IV(0)N//	Certificate of	Status	
	Mail out EW FILINGS; Profit VonProfit Limited Liability Domestication Other OTHER PILIN Annual Report	X Pic	It wait	Photocopy Officer/ Director Agent IV(0)N//	Certified Copy	Status Status OF CORPORA	
	Mail out EW FILINGS Profit NonProfit Limited Liability Connectication Other DIELES VIAIN Annual Report Fictitious Name	X Pic	It wait	Photocopy Officer/ Director Agent (1.03//	Certificate of Certificate of R. AGENT CERT, COPY	Status STATE OF SURPERATED STATUS OF SURPER	
	Mail out EW FILINGS; Profit VonProfit Limited Liability Domestication Other OTHER PILIN Annual Report	X Pic	Il wait	Photocopy Officer/ Director Agent (1.03//	Certificate of	Status St	BOTO STORY
N L C	Mail out EW FILINGS Profit NonProfit Limited Liability Connectication Other DIELES VIAIN Annual Report Fictitious Name	X Pic	Il wait	Photocopy Officer/ Director Agent (1.03//	Certificate of Certificate of PILING	Status St	

Paboossas

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

DIVISION OF CORPORATIONS

96 DEC 31 PM 1: 14

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

FFECTIVE DATE

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.

John R. Diaz, M.D.

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

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 duty 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.,

Jojo R. Dlas M.D

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

y: Relly

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

President

60000759 Requestor's Name 700002049957--3 -01/06/97--01026--001 •••1050.00 ••••122.50 Address 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Corporation Name) (Document II) (Corporation Name) (Corporation Name) (Document V) Conided Copy Mail out Photocopy Certificate of Status HE NEW FILINGS AND MEDMENTS Profit NonProfit m of R.A., Officer/ Director Limited Liability OTHER PILING Jan 11. 14 (2) (1) OVALUE CATION **Annual Report** R. ACEDIT. Faria CONT. COPY 52.50 Fictitious Name Limited Partnership Name Reservation OVERMYNEE! Reinstatement 133.0 TOTAL Trademot

C021011(191)

Eurise's latich

P96000075933

ARTICLES OF MERGER Merger Sheet

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

MERGING:

DIVISION OF CORPORATIONS

96 DEC 31 PH 1:16

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

FEFECTIVE DAIL

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 1 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.,

IA P No. 14

Robert M. Korolevich, M.D.,

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").

WITNESSETHE

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 Survivina 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 (i) 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.

ealth centers, P.A

ROBERT M. KOROLEVICH, M.D.,

President

00005 Requestor's Name Address 222-6100 000002049960---4 -01/08/97--01026--001 ***1050.00 ****122.50 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) , (Document #) Pick up time 12 Certified Copy Mail out Photocopy Certificate of Status Will wait ENEW FILINGS A AMENDMENTS Profit Amendment **NonProfit** Resignation of R.A., Officer/ Director Limited Liability Change of Registered Age Domestication Dissolution/Wishdrawel OTTOR TOTAL KONG TENEDA **Annual Report** Foreign R. ACENT Fictitious Name **Limited Partnership** CERT. COPY___ Name Reservation Reinstatement OVERTIN'Y MENT Trademark Other Examiner's Initials

PALDONISAS

1								•	۱A	T	O	L(E(9	C)F	3†	M	E	RO	E	R
	•	• •	•		•	•	•	•						•		•						
COMINAL						٠.																

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 DIVISION OF CORPORATIONS

96 DEC 31 PM 1:20

EFFECTIVE DATE

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.,

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

By:

Hermes O. Koop, M.D. President

PLAN OF MERGER

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

WITNESSETH

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

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

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

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

- 1. Merging and Surviving Corporation. At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").
- 2. Terms and Conditions of Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same professional service provided by Target.
- 3. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

- 4. Bylaws of Surviving Corporation. The Bylaws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
- 5. <u>Directors and Officers of Surviving Corporation</u>. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. 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 Bifective 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.,

ohn R. Din, M.

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

Hermes O. Koop, M.D.

President

60000759 Lardner Address 200002049962---8 -01/08/97--01026--001 •••1050.00 ••••122.50 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (W known): EFFECTIVE DATE (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document V) (Corporation Name) (Document #) 70 R. AGENT Pick up time 12 Certificate of States Mail out Will wait Photocopy NEW FILINGS A AMENDMENTS TOTAL Profit NonProfe nation of R.A., Officer/ Director Limited Linksky Change of Registered Agest **Domestication** Dissolution/Widelrows OTHER FILLIG CONTENENTION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examinado Initiale

P96000075933

ARTICLES OF MERGER Merger Sheet

MERGING:

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

INTO

ANCHOR HEALTH CENTERS, P.A., a Florida corporation, P98000078833

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

Corporate Specialist: Susan Payne

DIVISION OF COMPONATIONS

96 DEC 31 PH 1:44

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

EFFECTIVE DATE

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

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

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.,

no R. Diaz. M.D

KATAR, P.A.

By: Katarina B. 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. <u>Directors and Officers of Surviving Corporation</u>. The duly qualified and acting directors and officers of the Company immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation, and each such director or officer shall continue to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and has qualified.
- 6. 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.,

John R. Diaz, M.D.

KATAR, P.A.

By Leonin 9 (Olles in

Katarina B. Ondrejicka, M.D. President

500002049965---E -01/06/97--01026--001 ***1050.00 *****70.00 Requestor's Name Address 500002049965---- 8 -01/08/97--01026--002 ****420.00 *****52.50 222-6100 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document 1) Pick up time 12 Certified Copy Photocopy Certificate of Status Mail out Will wait PL ACIENT EN PHENCS AND OUNTRY CERT, COPY_ Profit Amendment ' '. CUS_ **NonProfit** Resignation of R.A., Officer/ Director **Limited Liability Change of Registered Agent** 96 DEC/31 PHIE: 22
VISION OF CORPORATION **Domestication** Dissolution/Withdrawal Other (O) THE PROPERTY OF OVALUE GATIONS Annual Report Foreign Fictitious Name **Limited Partnership** Name Reservation Reinstatement Trademark Other Examiner's Initials CR2E031(1.95)

19600007595

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

SECRETARY OF STATE DIVISION OF CORPORATIONS

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

96 DEC 31 PM 1:31

EFFECTIVE DATE

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

ARTICLE I Plan_of_Merger

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

ARTICLE II Adoption of Plan

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

ARTICLE III Effective Date

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

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

ANCHOR HEALTH CENTERS, P.A.,

John R. Diaz, M

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

Bv:

Porge 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 Marger (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. Belane of Surviving Corporation. The Bylans of the Company, as in effect immediately prior to the diffective Date of the Merger, shall continue in full force and effect as the Bylans of the Surviving Corporation, unless and until amended in accordance with law.
- 5. Directors and Officers of Sursising Corporation. The duty 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. 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) he converted into the right to receive one (1) share of Citta 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 coase 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 WHEREAP, 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.,

John R. Díaz, M.D.

P. TSONS A FERGUSON, M.D., P.A.

Ferguson, M.D.

Bv

P96000075933 Ac Tress 222-6100 City/State/Zie Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (Wheeve): (Corporation Name) (Correspon Name) (Document 9) (Corporation Name) (Document #) (Corporation Name) (Document 9) Pick up time 1/2 10am Cortified Copy Mail out Photocopy Certificate of Status 1.7 Will wait NEW FILINGS AMENDMENTS Profit NonFrolit tion of R.A., Office/Director Limited Liebsbay Change of Registered Agest Demonstication in Without OHERMEN 130000 241034 Annual Report Fictions Name A ACRET ! Limited Pertnership None Rounvalies CONT. COPY 52.50 Reinstehement CUE . Trademot CAMPINA AVERAGE TOTAL 125. 50 Ohe

Exercises biside

merzen

C0:(031(191)

P9600075933

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, 1998, effective January 1, 1997

Corporate Specialist: Susan Payne

DIVISION OF CORPORATIONS

96 DEC 31 PH 1:35

ARTICLES OF MERGER OF PAUL O. JONES, JR., M.D., P.A.

INTO ANCHOR HEALTH CENTERS, P.A.

11197

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 1 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.

In R. Die, M.

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

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 Corpora' The Articles of Incorporation of the Company, as in effect immediately prior to the affective 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. <u>Directors and Officers of Surviving Corporation</u>. The duty 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 shareholder's 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.,

ohn R. Diss. M

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

By: Caro O Jone Simo

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

PO		The state of the s
	6 DDD (Lardner	
- +01ey	equestor's Name	
•	Address 222-6100	0000020499703 -01/08/9701026002 ****420.00 ****122.50
City/State		####420,00 ####122,50 Office Use Only
CORPORATION	i name(s) a document nun	
1. <u>(Cor</u>	porelion Name) (D	Document #)
2(Cor	rporation Name) (D	Socument #)
3,	poration Name) (D	Socument #)
4.		ENFECTIVE DATE &
(Сог	poration Name) (D	Occument ()
Walk in	KPick up time 1/2 10ª M	「 Certifled Copy 」 ら
Mail out	Will wait Photocopy	Certificate of Status
ENLEVILINGSPA	PANESUM RUE	R. ACERT.
Profit .	Amendment	CERT.COPYDr
NonProfit	Resignation of R.A., Officer/ Dire	OVERPANCETT 123:50
Limited Liability	Change of Registered Agent	OVERPAIN 122:50
Domestication One	Dissolution/Withdrawal	
Other	Morgan, Colon Maria and Colon Maria	96 % 80 %
On Burger	ONTHINGATORY BRITANNION	merger consumptions
Annual Report	ONVERIGATION:	muser 3 Till
Fictitious Name	Foreign	muga & J
Name Reservation	Limited Partnership	7. 3 is 20
	Reinstalement	112192
	Trademark Other	
•	L location of	
CR2E031(1.95)		Examiner's Initials

P96000075938

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

DIVISION OF CONFORATIONS

ARTICLES OF MERGER

96 DEC 31 PH 1:57

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

ANCHOR HEALTH CENTERS, P.A.

EFFECTIVE DATE

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

ARTICLE I Plan of Merger

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

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.,

· part

ASSOCIA'I 'S IN FEDIATRIC AND ADOLESCENT MEDICINE, P.A.

Duice M. Villacampa, M.D. President