

## **PLAN OF MERGER**

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

### **WITNESSETH:**

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

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

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

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

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

2. **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.

CAMPUS/DOCT/SAC/INFLAM/RO/PRM/124/45/1000/154K/

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

200002049972--7

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

\*\*\*\*420.00 \*\*\*\*122.50

Office Use Only

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

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

EFFECTIVE DATE

1/1/97

☒ Walk in

☒ Pick up time 1/2 10am

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

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

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

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

FILE NO. 70  
R. AGENT \_\_\_\_\_  
CERT. COPY 52.50  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 122.50

merger

DIVISION OF CORPORATIONS

95 DEC 31 PM 12:22

RECEIVED

Examiner's Initials

*[Signature]*

P96000075933

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

JOHN R. DIAZ, M.D., P.A., P96000053223, a FL corp.

INTO

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

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

Corporate Specialist: Susan Payne

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 31 PM 1:55

EFFECTIVE DATE  
1/1/97

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

**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.

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

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

  
John R. Diaz, M.D.  
President

## **PLAN OF MERGER**

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

### **W I T N E S S E T H:**

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

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

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

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

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

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

President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

Cindy

800002049948-1

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

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

Office Use Only

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

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

☒ Walk in

☐ Mail out

☒ Pick up time 1/2 10am

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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

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

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

EFFECTIVE DATE

1/1/97

DIVISION OF CORPORATIONS

96 DEC 31 PM 12:22

RECEIVED

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

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

OVERPAYMENT

TOTAL 122.50

70  
R. AGENT  
CERT. COPY 52.50  
CUS

merger  
for 1/2/97

Examiner's Initials

P96000075933

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

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

**INTO**

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

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

**Corporate Specialist: Susan Payne**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 12:35

EFFECTIVE DATE

1/1/97

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

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

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

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

John E. Diaz, M.D.

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

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

## **PLAN OF MERGER**

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

### **WITNESSETH:**

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

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

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

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

1. **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.

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

By: Dulce M. Villacampa

Dulce M. Villacampa, M.D.  
President

P96000075933

Fisley, Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

600002049946--7

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

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

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

1/2 10am

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 31 PM 12:53

EFFECTIVE DATE  
1/1/97

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

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

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

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

FILE NO 70  
R. AGENT \_\_\_\_\_  
CERT. COPY 52.50  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 122.50

RECEIVED  
96 DEC 31 PM 12:22  
DIVISION OF CORPORATIONS

Examiner's Initials

P96000075933

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

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

INTO

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

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

Corporate Specialist: Susan Payne

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 DEC 31 PM 12:53

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

**EFFECTIVE DATE**  
1/1/97

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

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Effective Date**

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

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

  
John R. Diaz, M.D.

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

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

## **PLAN OF MERGER**

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

### **W I T N E S S E T H:**

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

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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, thereto 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. Dian, M.D.

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

By: 

Jad F. Naser, M.D.  
President

P96000075933

Foley & Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

300002049943--7

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

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

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AMENDMENTS	
Amendment	R. AGENT
Resignation of R.A., Officer/ Director	CERT. COPY <u>52.50</u>
Change of Registered Agent	OVERPAYMENT
Dissolution/Withdrawal	TOTAL <u>122.50</u>
Merger	

OTHER FILINGS	
Annual Report	
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Name Reservation	

REGISTRATION/ QUALIFICATION	
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merger  
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P96000075933

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

ROBERT E. HANSON, M.D., P.A., #V36907, a FL corp.

INTO

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

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

Corporate Specialist: Susan Payne

FILED  
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**ARTICLES OF MERGER  
OF  
ROBERT E. HANSON, M.D., P.A.  
INTO  
ANCHOR HEALTH CENTERS, P.A.**

**EFFECTIVE DATE**  
1/1/97

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

**ARTICLE I  
Plan of Merger**

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

**ARTICLE II  
Adoption of Plan**

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

**ARTICLE III  
Effective Date**

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

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

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

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

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

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

By: 

Robert E. Hanson, M.D.  
President

## **PLAN OF MERGER**

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

### **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.

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

By: 

Robert E. Hanson, M.D.  
President

[illegible]

UPSTUNTA  
 MINFABIRIAI  
 ALVIN CAROL  
 MURMAN BRIDAL PA  
 B. BURTON SPARKER  
 WILLIAM M. DOWLAND, JR., PA  
 WANDA L. BROWN  
 ALAN M. GIBBACH  
 KENNETH FRIEDMAN  
 WILLIAM P. RUENE  
 JOHN R. LAUBACH  
 FRANK H. LAMBINIAN

OTHER OFFICES: BOCA RATON • FT. LAUDERDALE • MIAMI • STUART • TALLAHASSEE • TAMPA • WEST PALM BEACH



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 25, 1997

BROAD AND CASSEL  
% HOWARD ROBINSON  
P.O. BOX 4961  
ORLANDO, FL 32801

SUBJECT: ANCHOR HEALTH CENTERS, P.A.  
Ref. Number: P96000075933

We have received your document for ANCHOR HEALTH CENTERS, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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 (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 797A00042764

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Sections 607.0502 or 621.13, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is ANCHOR HEALTH CENTER, P.A..
- 1b. Date of Incorporation: September 12, 1996 Document Number: P86000075933
2. The name and address of the current registered agent and office:

F&L Corp.  
The Greenleaf Building, 3rd Floor, 200 Laura Street,  
Jacksonville, FL 32801

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

B&C Corporate Services of Central Florida, Inc.  
390 N. Orange Ave., Suite 1100  
Orlando, FL 32801

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X                       
SIGNATURE

7/31/97

DATE

PAUL JONES Jr MD Sr. President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

B&C Corporate Services of Central Florida, Inc.  
(Registered Agent)

By: I. Barton Spraker  
Date: 8/12/97 Vice President  
I. Barton Spraker

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE \$35.00