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Henderson, Frank

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MERGER OR SHARE EXCHANGE

ANCHOR HEALTH CENTERS, P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

E. SEAN KELLEY, M.D., P.A., a Florida corporation, P95000086772

INTO

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

File date: June 29, 2000, effective July 1, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NO.: H00000034727 8

ARTICLES OF MERGER
OF
ANCHOR HEALTH CENTERS, P.A.
AND
E. SEAN KELLEY, M.D., P.A.

EFFECTIVE DATE
7-1-00

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Pursuant to the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned corporations, E. Sean Kelley, M.D., P.A., a Florida professional service corporation (the "Target"), and Anchor Health Centers, P.A., a Florida professional service corporation (the "Company"), do hereby adopt the following Articles of Merger for the purpose of merging the Target with and into the Company:

ARTICLE I
Plan of Merger

The Plan of Merger dated as of June 27, 2000 (the "Plan of Merger"), setting forth the terms and conditions of the merger of the Target with and into the Company is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II
Effective Date and Time

The merger of the Target with and into the Company shall be effective as of 12:01 a.m. on July 1, 2000.


ARTICLE III
Adoption of Plan

The Plan of Merger was approved by the unanimous written consent of the shareholders and directors of the Target on June 27, 2000, and by the unanimous written consent of the shareholders and directors of the Company on June 27, 2000.

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IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officer as of this 27 day of June, 2000.

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



Paul O. Jones, M.D., President

E. SEAN KELLEY, M.D., P.A., a Florida
professional service corporation



E. Sean Kelley, M.D., President

FAX AUDIT NO.: H00000034727 8

EXHIBIT A**PLAN OF MERGER**

Pursuant to the applicable provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, Anchor Health Centers, P.A., a Florida professional service corporation, and E. Sean Kelley, M.D., P.A., a Florida professional service corporation, hereby adopt the following Plan of Merger (the "Plan").

1. **Merger.** On and subject to the terms and conditions of this Plan and the Merger Agreement and Plan of Reorganization by and between the parties hereto, dated as of June 27, 2000 (the "Merger Agreement"), E. Sean Kelley, M.D., P.A. (the "Target"), shall merge with and into Anchor Health Centers, P.A. (the "Merger"), and Anchor Health Centers, P.A., shall be the corporation surviving the Merger (the "Surviving Corporation").

2. **Effective Date and Time.** The Merger shall be effected by the filing of Articles of Merger with the Florida Department of State, effective as of 12.01 a.m., local time, on July 1, 2000 (the "Effective Time")

3. **Effect of Merger.** At the Effective Time, the separate existence of the Target shall cease, and the Surviving Corporation shall continue to exist. The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as amended and in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Time without any modification or amendment thereto in the Merger.

5. **Bylaws.** The Bylaws of the Company as amended and in effect immediately prior to the Effective Time shall continue to be the Bylaws of the Surviving Corporation following the Effective Time without any modification or amendment thereto in the Merger.

6. **Officers.** The officers and directors of the Company in office at and as of the Effective Time shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Conversion of Shares.** At and as of the Effective Time, all of the issued and outstanding shares of capital stock of the Target shall be acquired by the Surviving Corporation in accordance with the Merger Agreement. Each share of capital stock of the Surviving Corporation issued and outstanding at the Effective Time shall remain issued and outstanding, and none of the shares of the Surviving Corporation shall be changed or converted as a result of the Merger.

June 22, 2000
§55500.1 (Plan of Merger)

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8. **Further Action.** The Surviving Corporation may, at any time after the Effective Time, take any action and execute and deliver any document or instrument in the name and on behalf of either the Surviving Corporation or the Target in order to carry out and effect the transactions contemplated by this Plan.

IN WITNESS WHEREOF, the parties hereto hereby adopt this Plan as of the 27 day of June, 2000.

ANCHOR HEALTH CENTERS, P.A., a Florida
Professional Service Corporation

By: M7
Paul O. Jones, M.D., President

E. SEAN KELLEY, M.D., P.A. a Florida
Professional Service Corporation

E. Sean Kelley, M.D.
E. Sean Kelley, M.D. President