

6/05/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: METCARE V, INC.

AUDIT NUMBER.....H98000010520

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

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*Merger
w/ name
Change
6-5-98*

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID GLICKMAN, INC., a Florida corporation, 602725

INTO

METCARE V, INC. which changed its name to

DAVID GLICKMAN, INC., a Florida corporation, P96000078613

File date: June 5, 1998

Corporate Specialist: Darlene Connell

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER
OF

DAVID GLICKMAN, INC.

into

METCARE V, INC.
(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** DAVID GLICKMAN, INC., ("D.G."), shall be merged with and into METCARE V, INC., a Florida corporation, ("Metcare"), (D.G. and Metcare collectively referred to herein as the "Constituent Corporations"), (the "Merger"), and Metcare shall be the surviving corporation (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger except the name of the Surviving Corporation shall be: DAVID GLICKMAN, Inc.

3. **Succession.** On the Effective Date, Metcare shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of D.G., except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:

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4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the consent of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Metcare issued and outstanding immediately prior thereto shall be changed and converted into the right to receive one (1) share of Common Stock of Surviving Corporation and (ii) all of the shares of D.G. shall be converted into the right to receive the consideration set forth in Section 2.7 of the Merger Agreement between Metropolitan Health Networks, Inc., a Florida corporation, Metcare V, Inc., David Glickman, D.O., P.A. and David Glickman.

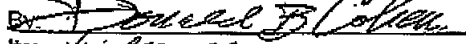
SECOND: The Effective Date of the merger is October 1, 1997.

THIRD: The plan of merger was adopted by the shareholders of Metcare, a corporation, on the 23rd day of October, 1997, and was adopted by the shareholder of D.G., a Florida corporation, on the 23rd day of October, 1997.


6. **Directors.** The Directors of the Surviving Corporation shall be David Glickman, Donald Cohen and Noel Guillama.

Signed this 23rd day of October, 1997.

METCARE V, INC.
(a Florida corporation)

By: 
Its: Vice President

DAVID GLICKMAN, INC.
(a Florida corporation)

By: 
Its: President

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