

P96000078618

ARTICLES OF MERGER
Merger Sheet

MERGING:

GENERAL MEDICAL ASSOCATES, INC., a Florida corporation, V37878

INTO

METCARE III, INC., a Florida corporation, P96000078618

File date: August 15, 1997

Corporate Specialist: Darlene Connell

P96000078618

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CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: GENERAL MEDICAL ASSOCIATES, INC.

AUDIT NUMBER.....H97000013482

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

METCARE III, INC.
5100 TOWN CENTER CIRCLE
SUITE 560
BOCA RATON, FL 33486

SUBJECT: METCARE III, INC.
REF: P96000078618

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Division of Corporations - P.O. BOX 6227 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
GENERAL MEDICAL ASSOCIATES, INC.**

into

**METCARE III, INC.
a Florida corporation**

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.** GENERAL MEDICAL ASSOCIATES, INC., ("GMI") shall be merged with and into METCARE III, INC., a Florida corporation., ("Metcare"). (GMI 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Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred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.

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 GMI, except insofar as it may be continued by operation of law, shall be terminated and cease.

Prepared By:
Joel D. Mayersohn, Esq., FL Bar #0093492
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
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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 GMI 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, General Medical Associates, Inc. and Martin Harrison.

SECOND: The Effective Date of the merger is August 6th, 1997.

THIRD: The plan of merger was adopted by the shareholders of Metcare, a corporation, on the 6th day of August, 1997, and was adopted by the shareholder of GMI, a Florida corporation, on the 6th day of August, 1997.

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

Signed this 6th day of August, 1997.

METCARE III, INC.

a Florida corporation

By: Donald B. Cohen
Its: EXEC. VICE PRESIDENT
DONALD B. COHEN

GENERAL MEDICAL ASSOCIATES, INC.

a Florida corporation

By: Martin Harrison
Its: President MARTIN HARRISON

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