

P96000078644

2/26/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: METCARE VI, INC.

AUDIT NUMBER.....H98000003932

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TRIDENT MEDICAL CONCEPTS, INC., a Delaware corporation, P37314

INTO

METCARE VI, INC. which changed its name to

TRIDENT MEDICAL CONCEPTS, INC., a Florida corporation, P96000078644

File date: February 27, 1998

Corporate Specialist: Darlene Connell

2/26/98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1998

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

SUBJECT: METCARE VI, INC.
REF: P96000078644

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please list the director, which is a designee of Bunham Securities, Inc. chosen by Trident, mentioned in Section 6. of the Plan of Merger. We must have the name of this director in order to update the computer. We also need an address for each director listed in Section 6.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003932
Letter Number: 098A00011090

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

**ARTICLES OF MERGER
OF
TRIDENT MEDICAL CONCEPTS, INC.
into
METCARE VI, 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.** TRIDENT MEDICAL CONCEPTS, INC., ("Trident") shall be merged with and into METCARE VI, INC., a Florida corporation, ("Metcare"), (Trident 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: Trident Medical Concepts, 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 Trident, except insofar as it may be continued by operation of law, shall be terminated and cease.

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

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
(954) 763-1200

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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, each outstanding share of Trident's common stock, \$.001 par value, each outstanding share of Trident's Preferred Stock and each outstanding option and/or warrant to purchase Shares of Trident's Common Stock shall be converted into the right to receive the consideration set forth in Section 2.1 of the Merger Agreement between Metropolitan Health Networks, Inc., a Florida corporation, Metcare VI, Inc., and Trident Medical Concepts, Inc.

SECOND: The Effective Date of the merger is February 22, 1998.

THIRD: The plan of merger was adopted by the directors and shareholders of Metcare on the 22nd day of February, 1998, and was adopted by the shareholders of Trident, a Delaware corporation, on the 28 day of January, 1998, and the directors of Trident on the 20th day of February, 1998.

Signed this 22nd day of February, 1998.

METCARE VI, INC.
a Florida corporation

By: 

Its: 

Noel Guillama

TRIDENT MEDICAL CONCEPTS, INC.,
a Delaware corporation

By: 

Its: President

Anthony Gigliotti