

P97000001386

Trinity Medical Inc.

Corporate Office
446 W. Hillsboro Blvd.
Deerfield Beach, Fl. 33441
Tel 954-425-0828
Fax 954-425-7920

200002581842--6
-07/07/98--01017--014

Memorandum

262.50 **52.50

Date: June 25, 1998
To: Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Fl. 32399
From: Peter W. Feldman
Cc: Kenneth B. Kasson, M.D. S, Kuperstein H. Reed
Subject: Trinity Medical, Inc., Trinity Network, Inc. & American
Advisory Services, Inc.

Enclosed please find our check for the filing fees on behalf of the above corporations.

Thank you

200002581842--6
-07/07/98--01017--015
***157.50 ***157.50



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 AM 11:05

merger
of 7/7/98

RECEIVED
DIVISION OF CORPORATIONS
98 JUN 29 PM 8:24

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TRINITY COMMERCIAL BOULEVARD, INC., a FL corp., P97000001688

TRINITY OF BELLE GLADE, INC., a FL corp., P98000038859

TRINITY OF FORT PIERCE, INC., a FL corp., p98000008377

TRINITY OF OB/GYN WEST, INC., a FL corp., p98000008386

TRINITY OF OB/GYN, INC., a FL corp., p98000015670

INTO

AMERICAN ADVISORY SERVICES, INC., a Florida corporation,
P97000001386.

File date: June 30, 1998

Corporate Specialist: Susan Payne

ARTICLES AND
AGREEMENT AND PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BETWEEN

98 JUN 30 AM 11:05

**TRINITY COMMERCIAL BOULEVARD, INC.
TRINITY OF BELLE GLADE, INC.
TRINITY OF FORT PIERCE, INC.
TRINITY OB/GYN WEST, INC.
TRINITY OF OB/GYN, INC.
(all Florida corporations)**

AND

**AMERICAN ADVISORY SERVICES, INC.
(a Florida corporation)**

Agreement and Plan of Merger dated June ✓, 1998 between **Trinity Commercial Boulevard, Inc., Trinity of Belle Glade, Inc., Trinity of Fort Pierce, Inc., Trinity OB/GYN, West, Inc., and Trinity of OB/GYN, Inc.** (collectively, the "Targets"), all Florida corporations, and **American Advisory Services, Inc.** ("Acquiror"), a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time, the Targets shall be merged with and into the Acquiror (the "Merger"), the separate and corporate existence of the Targets shall cease, and Acquiror shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (The Targets and the Acquiror are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on June 30, 1998, or on the day that the Certificate of Merger has been filed by the Florida Department of State (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporation shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each one hundred (100) issued and outstanding shares of the capital stock of the Targets shall be converted into and become exchangeable for one (1) share of the capital stock of the Acquiror, fully paid and non-assessable; and

(b) Each issued and outstanding share of capital stock of the Acquiror shall remain issued and outstanding.

6. The Articles of Incorporation of the Acquiror in effect immediately prior to the Effective Time shall remain in effect and shall be the Articles of Incorporation of the Surviving Corporation.

"ACQUIROR"

**American Advisory Services, Inc.,
a Florida corporation**

By: 

Peter W. Feldman, President

Attest: 

Gloria Kassin, Secretary

"TARGETS"

**Trinity Commercial Boulevard, Inc.,
a Florida corporation**


By: 

Kenneth B. Kassin, M.D., President

Attest: 

Kenneth B. Kassin, M.D., Secretary


Trinity of Belle Glade, Inc.
a Florida corporation

By: 
Kenneth B. Kassin, M.D., President

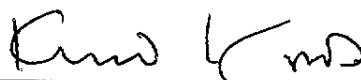
Attest: 
Kenneth B. Kassin, M.D., Secretary


Trinity of Fort Pierce, Inc.
a Florida corporation

By: 
Kenneth B. Kassin, M.D., President


Attest: 
Kenneth B. Kassin, M.D., Secretary


Trinity OB/GYN West, Inc.
a Florida corporation

By: 
Kenneth B. Kassin, M.D., President

Attest: 
Kenneth B. Kassin, M.D., Secretary

Trinity of OB/GYN, Inc.
a Florida corporation

By: 
Kenneth B. Kassin, M.D., President

Attest: 
Kenneth B. Kassin, M.D., Secretary

**UNANIMOUS ACTION OF THE BOARD OF DIRECTORS AND
SHAREHOLDERS OF
AMERICAN ADVISORY SERVICES, INC.
TAKEN IN LIEU OF A MEETING BY WRITTEN CONSENT**

Pursuant to Sections 607.0821 and 607.0704 of the
Florida Business Corporation Act of the State of Florida

The following action is taken by the Directors and Shareholders of **American Advisory Services, Inc.**, a Florida corporation (the "Corporation"), by written consent without a meeting as of the date written below, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act of the State of Florida permitting such action to be taken.

RESOLVED, that the Corporation authorizes **Trinity Commercial Boulevard, Inc., Trinity of Belle Glade, Inc., Trinity of Fort Pierce, Inc., Trinity OB/GYN, West, Inc., and Trinity of OB/GYN, Inc.**, all Florida corporations, (the "Targets Corporations") to merge into this Corporation, pursuant to the Agreement of Merger to be entered into between the Target Corporations and this Corporation; and

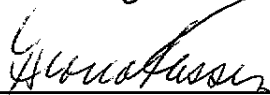
FURTHER RESOLVED, that the officers of the Corporation are authorized to execute such documents as shall be necessary to effectuate the above.

The undersigned, being all of the Directors and Shareholders of the Corporation, does hereby consent to the foregoing action as of the date written below.



Peter W. Feldman
Director/Shareholder

Dated: June 25, 1998



Gloria Kassin
Director/Shareholder

Dated: June 25, 1998

**UNANIMOUS ACTION OF THE BOARD OF DIRECTORS AND
SHAREHOLDERS OF**

**TRINITY COMMERCIAL BOULEVARD, INC.
TRINITY OF BELLE GLADE, INC.
TRINITY OF FORT PIERCE, INC.
TRINITY OB/GYN WEST, INC.
TRINITY OF OB/GYN, INC.
(Florida corporations)**

TAKEN IN LIEU OF A MEETING BY WRITTEN CONSENT

Pursuant to the
Florida Business Corporation Act

The following action is taken by the Directors and Shareholders of **Trinity Commercial Boulevard, Inc., Trinity of Belle Glade, Inc., Trinity of Fort Pierce, Inc., Trinity OB/GYN, West, Inc., and Trinity of OB/GYN, Inc.**, all Florida corporations (collectively, the "Corporations"), by written consent without a meeting as of the date written below, pursuant to the Florida Business Corporation Act permitting such action to be taken.

RESOLVED, that the Corporations merge into **American Advisory Services, Inc.**, a Florida corporation; pursuant to the Agreement of Merger to be entered into between the Corporations and American Advisory Services, Inc., a Florida corporation; and

FURTHER RESOLVED, that the officers of the Corporations are authorized to execute such documents as shall be necessary to effectuate the above.

The undersigned, being the Directors and Shareholders of the Corporations, do hereby consent to the foregoing action as of the date written below.

**Trinity Commercial Boulevard, Inc.,
a Florida corporation**



Kenneth B. Kassin, M.D.
Director/Shareholder

Dated: June 15, 1998

Trinity of Belle Glade, Inc.
a Florida corporation



Kenneth B. Kassin, M.D.
Director/Shareholder

Dated: June 25, 1998

Trinity of Fort Pierce, Inc.
a Florida corporation



Kenneth B. Kassin, M.D.
Director/Shareholder

Dated: June 25, 1998

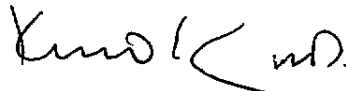
Trinity OB/GYN West, Inc.
a Florida corporation



Kenneth B. Kassin, M.D.
Director/Shareholder

Dated: June 25, 1998

Trinity of OB/GYN, Inc.
a Florida corporation



Kenneth B. Kassin, M.D.
Director/Shareholder

Dated: June 25, 1998