

P97000029954

FILED
97 MAY 19 PM 3:41
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 396142 4814233

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : May 19, 1997

ORDER TIME : 8:44 AM

ORDER NO. : 396142-005

CUSTOMER NO: 4814233

*Merger &
name
Change
100002182871--9*

CUSTOMER: Bruce Wanamaker, Esq
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N. E.
Atlanta, GA 30326

5/20/97

ARTICLES OF MERGER

PRIMARY CARE SPECIALISTS OF
CENTRAL FLORIDA, INC.

INTO

PCSCF MERGER CORP.

5/19/97
1004

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: *1004*

P97000029954

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PRIMARY CARE SPECIALISTS OF CENTRAL FLORIDA, INC., a Florida
corporation F96000003816

INTO

PCSCF MERGER CORP. which changed its name to

PRIMARY CARE SPECIALISTS OF CENTRAL FLORIDA, INC., a Florida
corporation, P97000029954.

File date: May 19, 1997 , effective May 20, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
5/20/97

**ARTICLES OF MERGER
OF
PRIMARY CARE SPECIALISTS OF CENTRAL FLORIDA, INC., A GEORGIA
CORPORATION
WITH AND INTO
PCSCF MERGER CORP., A FLORIDA CORPORATION**

FILED
97 MAY 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act and the Georgia Business Corporation Code, the undersigned corporations do hereby adopt and execute the following articles of merger:

ARTICLE I

The Plan of Merger attached hereto as Exhibit A and incorporated by reference herein was duly approved by the Board of Directors of PCSCF Merger Corp. and the Board of Directors of Primary Care Specialists of Central Florida, Inc. The names of the corporations which are parties to the merger are PCSCF Merger Corp., a Florida Corporation, and Primary Care Specialists of Central Florida, Inc., a Georgia Corporation. PCSCF Merger Corp. shall be the surviving corporation.

ARTICLE II

The merger of Primary Care Specialists of Central Florida, Inc. with and into PCSCF Merger Corp. is permitted by the laws of the jurisdiction of organization of Primary Care Specialists of Central Florida, Inc., and is in compliance with said laws.

ARTICLE III

As a result of the merger, the Articles of Incorporation of PCSCF Merger Corp. shall be amended by deleting Article One in its entirety and by substituting the following new Article One in its place:

ARTICLE ONE

The name of the corporation is Primary Care Specialists of Central Florida, Inc. (the "Corporation").

ARTICLE IV

The merger of Primary Care Specialists of Central Florida, Inc. with and into PCSCF Merger Corp. is permitted by the laws of the jurisdiction of organization of PCSCF Merger Corp., and is in compliance with said laws.

ARTICLE V

The sole shareholder of Primary Care Specialists of Central Florida, Inc. approved and adopted the Plan of Merger by written consent given on May 16, 1997 in accordance with provisions of Section 14-2-704 of the Official Code of Georgia Annotated.

ARTICLE VI

The sole shareholder of PCSCF Merger Corp. approved and adopted the Plan of Merger by written consent given on May 16, 1997 in accordance with provisions of Section 607.0704 of the Florida Business Corporation Act.

ARTICLE VII

Pursuant to the Plan of Merger, the Merger of PCSCF Merger Corp. and Primary Care Specialists of Central Florida, Inc. shall be effective at 12:00 a.m. local time in Atlanta, Georgia on May 20, 1997.

ARTICLE VIII

A request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by section 14-2-1105.1(b) of the Official Code of Georgia Annotated.


[SIGNATURES ON FOLLOWING PAGE]

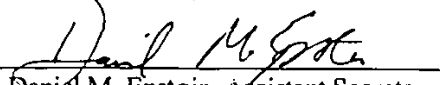
IN WITNESS WHEREOF, PCSCF Merger Corp. and Primary Care Specialists of Central Florida, Inc., have caused these Articles of Merger to be duly executed by their respective Presidents and Secretaries.

This 16th day of May, 1997.

MERGING CORPORATION:

Primary Care Specialists of Central Florida, Inc.

By: 
Sarah C. Garvin, President

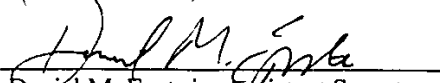
Attest: 
Daniel M. Epstein, Assistant Secretary

[CORPORATE SEAL]

SURVIVING CORPORATION:

PCSCF Merger Corp.

By: 
Sarah C. Garvin, President

Attest: 
Daniel M. Epstein, Assistant Secretary

[CORPORATE SEAL]

EXHIBIT A

**PLAN OF MERGER
OF
PRIMARY CARE SPECIALISTS OF CENTRAL FLORIDA, INC.
WITH AND INTO
PCSCF MERGER CORP.**

THIS PLAN OF MERGER is made and entered into as of May 16, 1997, by and between PCSCF Merger Corp., a Florida corporation, and Primary Care Specialists of Central Florida, Inc., a Georgia corporation, such corporations being sometimes hereinafter referred to collectively as the "Constituent Corporations" and individually as the "Constituent Corporation":

WITNESSETH:

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable and for the benefit of its Constituent Corporation and its shareholders that Primary Care Specialists of Central Florida, Inc. merge into and with PCSCF Merger Corp. pursuant to the terms of this Plan of Merger and in accordance with the applicable laws of the State of Georgia and the applicable laws of the State of Florida.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Plan of Merger by the respective Boards of Directors and shareholders of each of the Constituent Corporations that Primary Care Specialists of Central Florida, Inc. (hereinafter sometimes referred to as the "Merged Corporation") be merged with and into PCSCF Merger Corp., with PCSCF Merger Corp. being the surviving corporation in such merger, in accordance with the applicable laws of the State of Georgia and the State of Florida, that the name of the surviving corporation shall be changed to Primary Care Specialists of Central Florida, Inc. (which in its capacity as surviving corporation is hereinafter sometimes referred to as the "Surviving Corporation"), and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect be as follows:

1.

Subsequent to the execution of this Plan of Merger, PCSCF Merger Corp. and Primary Care Specialists of Central Florida, Inc. shall each submit this Plan of Merger to their respective Boards of Directors for their approval and, upon such approval, PCSCF Merger Corp. and Primary Care Specialists of Central Florida, Inc. shall submit this Plan of Merger to their shareholders for their approval pursuant to the applicable provisions of the Georgia Business Corporation Code and the applicable provisions of the Florida Business Corporation Act. Following the approval of the Plan of Merger by the respective Board of Directors and Shareholders of the Constituent Corporations, the merger shall become effective (the "Effective Date") at 12:00 a.m., local time in Atlanta, Georgia on May 20, 1997. The Articles of Merger shall be filed in the manner required by the Georgia Business Corporation Code and the Florida Business Corporation Act.

2.

The Articles of Incorporation of PCSCF Merger Corp. shall on the Effective Date be the Articles of Incorporation of the Surviving Corporation, except that Article One thereof, relating to the name of the surviving Corporation is hereby amended and changed so as to read as follows on the Effective Date:

"The name of the corporation is Primary Care Specialists of Central Florida, Inc. (the "Corporation")"

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3.

Until altered, amended or repealed, as therein provided, the Bylaws of PCSCF Merger Corp. as in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

4.

The Directors and Officers in office of the Surviving Corporation on the Effective Date shall be members of the Board of Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporations.

5.

The manner of converting or otherwise dealing with the shares of each of the Constituent Corporations is as follows:

- (a) Upon the Effective Date of the merger:
 - (i) All of the issued and outstanding shares of the common stock of Primary Care Specialists of Central Florida, Inc. shall be automatically canceled, surrendered and terminated.
 - (ii) All of the issued and outstanding shares of the common stock of PCSCF Merger Corp. shall continue to represent the same number of outstanding shares of the Surviving Corporation as represented immediately prior to the merger.

(b) From and after the Effective Date, each holder of any of the shares to be canceled as above-provided shall surrender the same to the Surviving Corporation. Irrespective of whether so surrendered, however, each such outstanding certificate shall be deemed to be canceled and shall be of no further force or effect. No dividends payable on common stock of the Merged Corporation as of any date subsequent to the Effective Date shall be paid to the recordholders of such outstanding certificates, but upon the surrender of such outstanding certificate shall be paid to such holder any dividends theretofore declared but not paid with respect to such shares of common stock of Primary Care Specialists of Central Florida, Inc.

6.

The Plan of Merger herein made and approved shall be submitted to the sole Shareholder of the Merged Corporation for its approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation and the Plan of Merger herein made and approved shall be submitted to the sole Shareholder of the Surviving Corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7.

Upon the Effective Date, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or be in any way impaired by reason of this merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Constituent Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgment rendered against any of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by such merger.

8.


Upon the merger becoming effective, the assets and liabilities of the Merged Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merged Corporation immediately prior to the merger; and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Merged Corporation and the Surviving Corporation and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

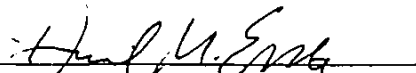
9.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed hereto, all on the day and year first above written.


PCSCF MERGER CORP.

By: 
Sarah C. Garvin, President

Attest: 
Daniel M. Epstein, Assistant Secretary

[CORPORATE SEAL]

**PRIMARY CARE SPECIALISTS OF
CENTRAL FLORIDA, INC.**

By: 
Sarah C. Garvin, President

Attest: 
Daniel M. Epstein, Assistant Secretary

[CORPORATE SEAL]