

P97000081757

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

OBSTETRIX MEDICAL GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Merger

12/26/01

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

OBSTETRIX MEDICAL GROUP OF FLORIDA, INC., a Florida corporation,
P97000081761

INTO

OBSTETRIX MEDICAL GROUP, INC., a Florida entity, P97000081757.

File date: December 24, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Obstetrix Medical Group, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Obstetrix Medical Group of Florida, Inc.	Florida

Third: The Agreement and Plan of Merger is attached (Exhibit A).

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

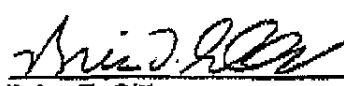
Fifth: Adoption of Merger by surviving corporation:
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 2001.

Sixth: Adoption of Merger by merging corporation(s):
The Plan of Merger was adopted by the shareholders of the merging corporation on December 10, 2001.

Obstetrix Medical Group, Inc.
(Surviving Corporation)

**Obstetrix Medical Group
of Florida, Inc.**
(Merging Corporation)

By: 
Name: Karl B. Wagner
Title: Treasurer

By: 
Name: Brian T. Gillon
Title: Secretary

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
OBSTETRIX MEDICAL GROUP OF FLORIDA, INC.
INTO
OBSTETRIX MEDICAL GROUP, INC.**

DATED: December 10, 2001

THIS AGREEMENT is executed as of December 10, 2001 by and between Obstetrix Medical Group of Florida, Inc. (the "Merging Corporation"), and Obstetrix Medical Group, Inc. (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

**ARTICLE 1
RECITALS**

Section 1.1. Organization of the Parties. The Merging Corporation is a corporation duly organized and existing under the laws of Florida. The Surviving Corporation is a corporation duly organized and existing under the laws of Florida.

Section 1.2. Merging Corporation's Capital Stock. The Merging Corporation has authorized capital stock consisting of One Thousand (1,000) shares of common stock, One Dollar (\$1.00) par value, of which One Thousand (1,000) shares are now duly issued and outstanding. All issued and outstanding shares of capital stock of the Merging Corporation are owned by Obstetrix Medical Group, Inc.

Section 1.3. Surviving Corporation's Capital Stock. The Surviving Corporation has authorized capital stock consisting of One Hundred Million (100,000,000) shares of which Ninety Million (90,000,000) are shares of common stock with a One Cent (\$0.01) par value, and Ten Million (10,000,000) are shares of preferred stock with a One Cent (\$0.01) par value; Forty-Three Million Seven Hundred Forty-Two Thousand Eight Hundred Fifty (43,742,850) shares of common stock are now duly issued and outstanding.

Section 1.4. Desire to Merge. The Merging Corporation and the Surviving Corporation desire to effect a statutory subsidiary-parent merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted resolutions, by written consent, approving this Agreement and Plan of Merger (this "Agreement").

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In consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act (the "Act"), and upon the following terms and conditions:

ARTICLE 2 PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is Obstetrix Medical Group of Florida, Inc.

Section 2.2. The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is Obstetrix Medical Group, Inc.

ARTICLE 3 TERMS AND CONDITIONS OF PROPOSED MERGER AND MODE OF CARRYING IT INTO EFFECT

Section 3.1. General. Upon the Effective Date of the Merger (as hereinafter defined):

(a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Florida corporation;

(b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms;

(c) the separate existence of the Merging Corporation shall cease, as provided by the Act; and

(d) the name of the Surviving Corporation shall be Obstetrix Medical Group, Inc.

Section 3.2. Effective Date of the Merger. The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be the date on which the Articles of Merger are filed with the Florida Department of State.

Section 3.3. Private Property of Shareholders. The private property of the shareholders of the Merging Corporation and of the Surviving Corporation shall not be

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subject to the payment of the corporate debts of either corporation to any extent whatsoever.

ARTICLE 4 DISPOSITION OF SHARES

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered and converted into an equal number of shares of common stock of Surviving Corporation. All issued and outstanding shares of capital stock of the Surviving Corporation shall remain issued and outstanding.

ARTICLE 5 ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation on the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation. Also upon the Effective Date of the Merger, the By-laws of the Surviving Corporation shall be the By-laws of the Surviving Corporation.

ARTICLE 6 DIRECTORS AND OFFICERS

The directors and officers of the Merging Corporation in office on the Effective Date of the Merger shall not be required to further serve in such capacity with the Surviving Corporation. The directors and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

ARTICLE 7 CORPORATE APPROVALS AND TERMINATION

Section 7.1. Corporate Approvals. This Agreement and related matters shall be submitted to the shareholders of the Surviving Corporation and the Merging Corporation to vote or consent with respect thereto.

Section 7.2. Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporation by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporation

nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

**ARTICLE 8
MISCELLANEOUS**

Section 8.1. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the merging Corporation, or otherwise, to take any and all such action.

EXECUTED as of the date first above written.

Obstetrix Medical Group of Florida, Inc.

ATTEST:

By: _____
President

By: _____
Secretary

Obstetrix Medical Group, Inc.

ATTEST:

By: _____
President

By: _____
Secretary