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NAME: ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGE

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a
New Jersey corporation not qualified to transact business in the State of Florida

INTO

ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a
Florida corporation, P98000014819

File date: February 24, 1998

Corporate Specialist: Darlene Connell

H98000003715

**ARTICLES OF MERGER OF
ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC.,
A NEW JERSEY CORPORATION,
AND
ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC.,
A FLORIDA CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a New Jersey corporation ("Disappearing Corporation") and ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a Florida Corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and adopted by all of the shareholders of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation ("Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 12:01 A.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have set their hand this

24 day of February, 1998.

DISAPPEARING CORPORATION:

ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES
MANAGEMENT, INC.
a New Jersey corporation

By: [Signature]
Name: David Peck
Title: President

Prepared By:
Mara K. Lerner, Esq.
McDermott, Will & Emery
201 S. Biscayne Blvd., 22nd Floor
Miami, FL 33131-4336
305-358-3500
Fla. Bar #0065463

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"**PLAN OF MERGER**

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a Florida corporation ("Surviving Corporation") and ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a New Jersey corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. **Merger.** In accordance with the provisions of the Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Act.

2. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. **Bylaws.** The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, all of the issued and outstanding shares of Disappearing Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation. Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

6. **Effect of Merger.** As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Act.

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7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

The parties have set their hands and seals as of the 11 day of February, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

ATLANTIC SHORE ORTHOPAEDIC
ASSOCIATES MANAGEMENT, INC., a
New Jersey corporation

By: [Signature]
Name: David Peck
Title: President

ATLANTIC SHORE ORTHOPAEDIC
ASSOCIATES MANAGEMENT, INC., a
Florida corporation

By: [Signature]
Name: David Peck
Title: President

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