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MERGER OR SHARE EXCHANGE

ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, IN

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC COAST ORTHOPEDICS & SPORTS MEDICINE, INC., a New Jersey corporation, not qualified in Florida

INTO

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

File date: December 1, 1999

Corporate Specialist: Karen Gibson

H990000305732

**ARTICLES OF MERGER OF
ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES
MANAGEMENT, INC., A FLORIDA BUSINESS
CORPORATION, AND ATLANTIC COAST ORTHOPEDICS
& SPORTS MEDICINE, INC., A NEW JERSEY
PROFESSIONAL SERVICES CORPORATION**

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Florida Act"), and Section Title 14A of the New Jersey Business Corporation Act (the "New Jersey Act"), ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a Florida corporation ("Surviving Corporation") and ATLANTIC COAST ORTHOPEDICS & SPORTS MEDICINE, INC., a New Jersey corporation ("Disappearing 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 these Articles of Merger were unanimously adopted on November 1, 1999 by: (a) five hundred (500) shares of the Surviving Corporation constituting all of the shares entitled to vote thereon, and (b) all of the Directors of the Surviving Corporation.
2. The Plan of Merger was unanimously approved and these Articles of Merger were unanimously adopted on November 1, 1999 by: (1) one hundred (100) shares of the Disappearing Corporation constituting all of the shares entitled to vote thereon, and (b) all of the Directors of the Disappearing Corporation.
3. Pursuant to the Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall continue to exist under the same name as before the Merger (that is "Atlantic Shore Orthopaedic Associates Management, Inc.") and be governed by the Florida Act ("Merger").
4. The Merger shall be effective as of the date of filing of these Articles with the Department of State of Florida and the State of New Jersey (the "Effective Time").

[SIGNATURES APPEAR ON NEXT PAGE]

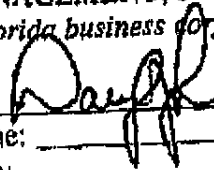
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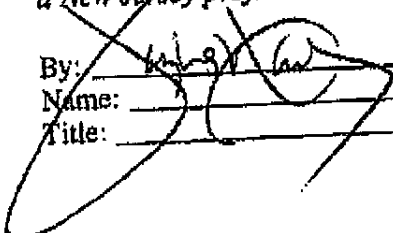
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IN WITNESS WHEREOF, the parties have set their hand this 1st day of
November, 1999.

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

By: 
Name: _____
Title: _____

ATLANTIC COAST
ORTHOPEDICS & SPORTS
MEDICINE, INC.
a New Jersey professional association

By: 
Name: _____
Title: _____

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EXHIBIT "A"**PLAN OF MERGER**

In accordance with Chapter 607 of the Florida Business Corporation Act (the "Florida Act"), and Title 14A of the New Jersey Business Corporation Act (the "New Jersey Act"), ATLANTIC SHORE ORTHOPAEDIC ASSOCIATES MANAGEMENT, INC., a Florida business corporation ("Surviving Corporation"), and ATLANTIC COAST ORTHOPEDICS & SPORTS MEDICINE, INC., a New Jersey corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. **Merger.** In accordance with the provisions of both the Florida Act and the New Jersey Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease (the "Merger"). Surviving Corporation shall continue to exist under and be governed by the Florida Act.
2. **Articles of Incorporation.** The articles of incorporation of Surviving Corporation, as in effect immediately prior to the date of filing the Articles of Merger with the Department of the State of Florida and the State of New Jersey (the "Effective Time"), shall be the articles of incorporation of Surviving Corporation, until thereafter amended in accordance with applicable law.
3. **By-laws.** The by-laws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the by-laws of Surviving Corporation, until further amended in accordance with applicable law.
4. **Directors and Officers.** As of the Effective time, 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. Each director and officer of the Surviving Corporation shall hold office in accordance with the articles of incorporation and the by-laws of Surviving Corporation.
5. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, all of the shareholders of Disappearing Corporation shall surrender to Surviving Corporation all of the issued and outstanding shares of Disappearing Corporation and shall receive, in exchange, shares of stock in OMNA Medical Partners, Inc., a Delaware corporation ("OMNA"), the sole shareholder of the Surviving Corporation, and cash, all as set forth in that certain Merger Agreement and Plan of Reorganization dated November 1, 1999 by and among OMNA, Surviving Corporation, Disappearing Corporation and Joseph Harhay, M.D. (the "Merger Agreement"). 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,

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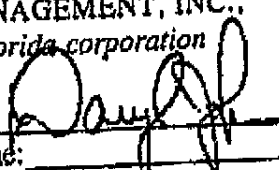
fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation. The Merger is intended to qualify as a reorganization pursuant to the requirements of §368(a)(1)(A) and §368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

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 Florida Act and the New Jersey Act.

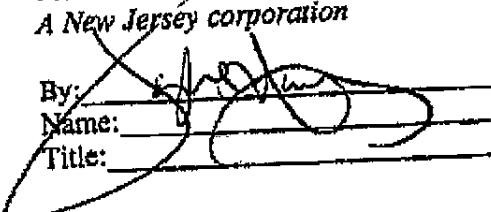
7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of 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 November 1, 1999, as evidence that they agree, accept and adopt this Plan of Merger.

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

By: 
Name: _____
Title: _____

ATLANTIC COAST
ORTHOPEDICS & SPORTS
MEDICINE, INC.,
A New Jersey corporation

By: 
Name: _____
Title: _____