

798000025308

CORPORATE  
ACCESS,  
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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FILING

Merger

1.) Frank Moya, M.D., And Associates, Inc. into  
(CORPORATE NAME & DOCUMENT #)

2.) Consulting Group of APA, Inc.  
(CORPORATE NAME & DOCUMENT #)

3.)  
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(CORPORATE NAME & DOCUMENT #)

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98 OCT 5 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

File Second.

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\*\*\*122.50 \*\*\*78.75

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

Merger

See 10/13

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 5, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: CONSULTING GROUP OF APA, INC.  
Ref. Number: P98000025308

RECEIVED  
98 OCT 13 PM 2:23  
TALLAHASSEE  
FLORIDA

We have received your document for CONSULTING GROUP OF APA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 998A00049457

*Corrected*  
*Thanks*  
*Gina*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FRANK MOYA, M.D., AND ASSOCIATES, INC., a Florida corporation, 603319

INTO

**CONSULTING GROUP OF APA, INC.,** a Florida corporation, P98000025308

File date: October 5, 1998

Corporate Specialist: Thelma Lewis

Articles of Merger  
of  
Frank Moya, M.D., and Associates, Inc.  
A Florida corporation  
into  
Consulting Group of APA, Inc.  
a Florida corporation

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98 OCT 5 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Frank Moya, M.D., and Associates, Inc., a Florida corporation ("FMA"), and Consulting Group of APA, Inc., a Florida corporation ("CGAPA"), hereby adopt the following Articles of Merger for the purpose of merging FMA into CGAPA (the "Merger"):

1. FMA shall be merged with and into CGAPA and CGAPA shall be the surviving corporation of the Merger, pursuant to the Agreement and Plan of Merger dated as of September 23, 1998, attached hereto as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger").

2. The name of the surviving corporation shall be Consulting Group of APA, Inc.

3. The effective time and date of the Merger shall be 9:00 a.m. (Eastern Standard Time) on September 23, 1998.

4. The Plan of Merger was approved, adopted, certified, executed and acknowledged by unanimous written consent by the members of the Board of Directors and sole shareholder of FMA on September 23, 1998 in accordance with Section 607.1105 of the Florida Business Corporation Act, and by written consent of the sole shareholder and sole member of the Board of Directors of CGAPA on September 23, 1998 in accordance with Section 607.1105 of the Florida Business Corporation Act.

5. The Articles of Incorporation of CGAPA shall be the Articles of Incorporation of the surviving corporation.

6. Pursuant to the Plan of Merger, all of the issued and outstanding shares of capital stock of FMA shall be canceled. The issued and outstanding shares of capital stock of CGAPA shall remain unchanged due to the merger.

7. The executed Plan of Merger is on file at the principal place of business of CGAPA, the address of which is 801 Arthur Godfrey Road, Suite 400, Miami Beach, Florida 33140.

8. A copy of the Plan of Merger will be furnished by CGAPA, on request and without cost, to the sole shareholder of FMA.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of FMA and CGAPA by their authorized officers on September 23, 1998.

Frank Moya, M.D., and Associates, Inc.,  
a Florida corporation

Consulting Group of APA, Inc.,  
a Florida corporation

By: 

Title: Chairman & President  
Frank Moya, MD

By: 

Title: Chairman & President  
Frank Moya, MD

## ACQUISITION AGREEMENT AND PLAN OF MERGER

THIS ACQUISITION AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this 23rd day of September, 1998, by and between Frank Moya, M.D., and Associates, Inc., a Florida corporation ("FMA"), and Consulting Group of APA, Inc., a Florida corporation ("CGAPA").

### **Preliminary Statements**

Frank Moya, M.D. is the president, and sole shareholder of both FMA and CGAPA. Frank Moya, M.D. and all the members of the Board of Directors of FMA deem it advisable and in the best interests of FMA that FMA be merged with and into CGAPA (the "Merger"), in accordance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA") in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. Now, therefore, in consideration of the foregoing, of the mutual promises hereinafter set forth and of other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions contained in this Agreement, on the Effective Date, as hereinafter defined, FMA shall be merged with and into CGAPA in accordance with FBCA and the separate existence of each of FMA shall thereupon cease for all purposes, and CGAPA, the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida. This Merger shall have the effect set forth in the FBCA.
2. **Effective Date of Merger.** After the execution of this Agreement, Articles of Merger will be duly prepared, executed and acknowledged by CGAPA, and thereafter delivered to the Department of State of the State of Florida for filing as provided in the FBCA, as soon as practicable on or after the closing of the Merger. The Merger shall become effective on the date of such filing (the "Effective Date").
3. **Effects of the Merger.** On the Effective Date, the separate existence of FMA shall cease and FMA shall be merged into CGAPA. At and after the Effective Date, the Surviving Corporation shall possess all the assets, rights and privileges, and shall be subject to all of the restrictions and liabilities, of CGAPA and FMA as provided in the FBCA.
  - a. The Articles of Incorporation of CGAPA in effect immediately prior to the Effective Date of the Merger shall constitute the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and by such articles.
  - b. The Bylaws of CGAPA in effect immediately prior to the Effective Date of the Merger shall constitute the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by law, the Articles of Incorporation of the Surviving Corporation or by such Bylaws.
  - c. The sole member of the Board of Directors of CGAPA immediately prior to the Effective Date of the Merger shall constitute the sole Board of Directors of the Surviving Corporation, and the officers of CGAPA immediately prior to the Effective Date of the Merger shall constitute the officers of the Surviving Corporation. Such director and officers shall serve until their successors shall have been

duly elected or appointed and shall qualify until otherwise provided by law, the Articles of Incorporation or the Bylaws of the Surviving Corporation.

4. **Cancellation of Stock.** On the Effective Date, all of the issued and outstanding shares of capital stock, par value \$.001 per share, of FMA (the "Stock") immediately prior to the Effective Date shall by virtue of the Merger be automatically canceled. On the Effective Date, the stock transfer book of FMA shall be closed and no transfer of the Stock shall thereafter be made. The issued and outstanding shares of capital stock of CGAPA shall remain unchanged due to the merger.
5. **Termination.** Notwithstanding anything hereto to the contrary, this Agreement may be terminated and the Merger abandoned by the mutual consent of FMA and CGAPA at any time prior to the filing of the Articles of Merger with the State of Florida.

IN WITNESS WHEREOF, this Agreement has been signed by the duly authorized officers of each of the parties as of the day and year first set forth above.

Frank Moya, M.D., and Associates, Inc.,  
a Florida corporation

By: \_\_\_\_\_

Title: Chairman & President  
Frank Moya, MD

Consulting Group of APA, Inc.,  
a Florida corporation

By: \_\_\_\_\_

Title: Chairman & President  
Frank Moya, MD