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NAME: PSYCHIATRIC CENTER OF FLORIDA, P.A.
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BRENDA L. KEEFER, M.D., P.A., a Florida corporation, P93000012196

ROBERT A. BUCHHOLZ, M.D., P.A., a Florida corporation, H32183

INTO

PSYCHIATRIC CENTER OF FLORIDA, P.A., a Florida corporation,
P98000025358

File date: July 1, 1998

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

Pursuant to the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, Psychiatric Center of Florida, P.A., a Florida professional service corporation; Robert A. Buchholz, M.D., P.A., a Florida professional service corporation; and Brenda L. Keefer, M.D., P.A., a Florida professional service corporation, hereby adopt the following Articles of Merger:

1. The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A, and made a part hereof.

2. Pursuant to the Plan of Merger, Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A. (hereinafter referred to individually as the "Absorbed Corporation" and collectively as the "Absorbed Corporations"), shall merge with and into Psychiatric Center of Florida, P.A. (the "Surviving Corporation"), which shall be the surviving corporation and which shall continue under the same name (the "Merger").

3. The Merger shall be effective at the time and on the date of filing of these Articles of Merger with the Florida Department of State (the "Effective Date").

4. The Plan of Merger was unanimously approved and adopted by all of the shareholders and directors of each Absorbed Corporation and the Surviving Corporation on the 1st day of July, 1998.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be adopted this 1st day of July, 1998.

Psychiatric Center of Florida, P.A.

By: 
Robert E. Newman, President

Prepared by: Thomas P. Clark, Esq.
Florida Bar No.: 510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

Robert A. Buchholz, M.D., P.A.

By: 
Robert A. Buchholz, M.D., President

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Brenda L. Keefer, M.D., P.A.

By: 

Brenda L. Keefer, M.D., President

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**EXHIBIT A
AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement and Plan of Merger") is made and entered into on the 1st day of July, 1998, by and among (a) Psychiatric Center of Florida, P.A., a Florida professional service corporation; (b) Robert A. Buchholz, M.D., P.A., a Florida professional service corporation; and (c) Brenda L. Keefer, M.D., P.A., a Florida professional service corporation.

INTRODUCTION

1. The shareholders and board of directors of Psychiatric Center of Florida, P.A., Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A., have deemed it advisable that Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A., merge with and into Psychiatric Center of Florida, P.A., which shall be the surviving corporation and which shall continue under the same name.

2. Psychiatric Center of Florida, P.A., Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A., intend to consummate the Merger in accordance with the applicable laws of the State of Florida.

3. Psychiatric Center of Florida, P.A., Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A., intend to adopt this Agreement as a Plan of Reorganization and to consummate the Merger in accordance with the provisions of §§368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

AGREEMENT

THEREFORE, in consideration of the premises and the mutual agreements hereinafter contained, the parties hereto have agreed, and do hereby agree, to merge upon the following terms and conditions:

1. **Names of Constituent Corporations.** The names of the constituent corporations are:

(a) Psychiatric Center of Florida, P.A., a Florida professional service corporation;

(b) Robert A. Buchholz, M.D., P.A., a Florida professional service corporation; and

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(c) Brenda L. Keefer, M.D., P.A., a Florida professional service corporation.

2. **Merger.** On the "Effective Date" (as hereinafter defined), Robert A. Buchholz, M.D., P.A., and Brenda L. Keefer, M.D., P.A. (hereinafter referred to individually as the "Absorbed Corporation" and collectively as the "Absorbed Corporations"), shall merge with and into Psychiatric Center of Florida, P.A. (the "Surviving Corporation"), which shall be the surviving corporation and which shall continue under the same name (the "Merger").

3. **Effect of Merger.** On the "Effective Date" of the Merger, the separate existence of each Absorbed Corporation shall cease, and all of its property, rights, privileges, immunities, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation without further act or deed. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of each Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the Merger. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by the Surviving Corporation to evidence such transfer, vesting, or devolution of any property, right, privilege, immunity, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Absorbed Corporation by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

4. **Exchange and Conversion of Shares.** By virtue of the Merger and without any further action, each share of capital stock of each Absorbed Corporation issued and outstanding on the "Effective Date" of the Merger shall be converted into the right to receive one (1) share of one dollar (\$1.00) par value voting common stock of the Surviving Corporation. Upon the surrender of the certificates representing such shares stock of each Absorbed Corporation by the holders thereof, certificates for an equal number of shares of one dollar (\$1.00) par value voting common stock of the Surviving Corporation stock shall be issued in exchange by the Surviving Corporation. Each share of the one dollar (\$1.00) par value voting common stock of the Surviving Corporation issued and outstanding on the "Effective Date" of this Merger shall not be converted or exchanged and shall remain outstanding as one dollar (\$1.00) par value voting common stock of the Surviving Corporation.

5. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect on the "Effective Date" of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger. The Surviving Corporation reserves the right and power, after the "Effective Date" of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereinafter prescribed by statute, and rights conferred on officers, directors, or shareholders herein are subject to this reservation.

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6. **Bylaws.** The bylaws of the Surviving Corporation, as such bylaws exist on the "Effective Date" of the Merger, shall remain and be the bylaws of Surviving Corporation, until altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

7. **Directors.** The following individuals shall serve as directors of the Surviving Corporation after the "Effective Date" of the Merger and until their successors have been elected or appointed and qualified:

Robert A. Buchholz, M.D.
Brenda L. Keefer, M.D.
Robert E. Newman, M.D.

8. **Officers.** The following individuals shall serve as officers of the Surviving Corporation after the "Effective Date" of the Merger and until their successors have been elected or appointed and qualified:

Robert E. Newman, M.D.	President
Robert A. Buchholz, M.D.	Secretary/Treasurer
Brenda L. Keefer, M.D.	Vice President

9. **Effective Date of Merger.** The Merger shall be consummated by filing Articles of Merger with the Florida Department of State in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act. The Merger shall become effective at the time and on the date on which the Articles of Merger shall have been filed with the Florida Department of State. The date when the Merger shall become effective as aforesaid is herein called the "Effective Date" of the Merger.

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be made and entered into on the date first above written.

Psychiatric Center of Florida, P.A.

By: 

Robert E. Newman, M.D., President

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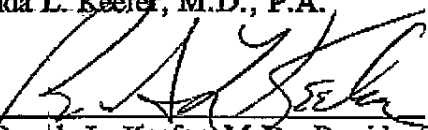
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Robert A. Buchholz, M.D., P.A.

By: 
Robert A. Buchholz, M.D., President

Brenda L. Keefer, M.D., P.A.

By: 
Brenda L. Keefer, M.D., President

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