

P98000046380

FILING COVER SHEET

REFERENCE:

0177.2835

DATE:

6-11-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

EFFECTIVE DATE

6/15/98

TELEPHONE:

222-1173

SUBJECT:

RDB Acquisition, Inc

merger

STATE FEES PREPAID WITH CHECK # 2627 FOR \$ 122.50

500002557645--0

-06/12/98--01005--002

***122.50 ***122.50

PLEASE FILE:

- | | | |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- | | | |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
|--|--|---------------------------------------|

Examiner's Initials

100H

6/12/98

FILED
JUN 11 PM 1:22
TALLAHASSEE, FLORIDA

RECEIVED
JUN 11 PM 3:46
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

R. DAVID BAUER, M.D., INC., a Texas corporation not authorized to transact
business in Florida

,

INTO

RDB ACQUISITION, INC., a Florida corporation, P98000046380

File date: June 11, 1998, effective June 15, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
6/15/98

FILED
98 JUN 11 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
RDB ACQUISITION, INC.,
A FLORIDA CORPORATION, AND
R. DAVID BAUER, M.D., INC.,
A TEXAS CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), and Article 5.04 of the Texas Business Corporation Act (the "Texas Act"), R. DAVID BAUER, M.D., INC., a Texas corporation ("Disappearing Corporation") and RDB ACQUISITION, INC., a Florida business 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 Florida Act, and Sections 5.05 and 10.03 of the Texas Act, the Merger shall be effective as of 8:00 A.M. on June 15, 1998.

IN WITNESS WHEREOF, the parties have set their hand as of
the 15th day of June, 1998.

DISAPPEARING CORPORATION:

R. DAVID BAUER, M.D., INC., a Texas
corporation

By: *R. David Bauer*
Name: *R. DAVID BAUER*
Title: *PRESIDENT*

SURVIVING CORPORATION:

RDB ACQUISITION, INC., a Florida business
corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have set their hand as of
the 15th day of June, 1998.

DISAPPEARING CORPORATION:

R. DAVID BAUER, M.D., INC., a Texas
corporation

By: _____
Name: _____
Title: _____

SURVIVING CORPORATION:

RDB ACQUISITION, INC., a Florida business
corporation

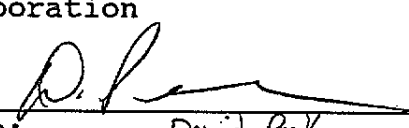
By:  _____
Name: David Beck
Title: President

EXHIBIT A

PLAN OF MERGER

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Florida Act") and Article 5.01 et. seq. of the Texas Business Corporation Act (the "Texas Act"), RDB ACQUISITION, INC., a Florida business corporation ("Surviving Corporation") and R. DAVID BAUER, M.D., INC., a Texas corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Florida Act and the Texas Act, Disappearing Corporation shall be merged with and into Surviving Corporation (the "Merger") and the separate existence of Disappearing Corporation shall thereupon cease, and 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, in effect immediately prior to the Effective Time (as hereinafter defined), 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, each share of Disappearing Corporation's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any other action on the part of the holders, be converted into 3.8326 shares of common stock of OMNA Medical Partners, Inc., a Delaware corporation and a certain amount of cash, by virtue of the Merger into Surviving Corporation, in accordance with the Merger Agreement and Plan of Reorganization entered into by and among OMNA Medical Partners, Inc., a Delaware corporation ("OMNA"), Surviving Corporation, Disappearing Corporation, and R. David Bauer (the "Merger Agreement"); provided that no fractional share of OMNA shall be issued or exchanged for shares of Disappearing Corporation's common stock. Notwithstanding the foregoing, each

share of Disappearing Corporation's common stock held by Surviving Corporation shall, by virtue of the Merger and without any other action on the part of Surviving Corporation, be cancelled simultaneously with the effectiveness of the Merger.

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 Texas Act, including, but not limited to, the obligation to pay fair value for the shares of any dissenting shareholder of the Disappearing Corporation who complies with the provisions of Article 5.12 of the Texas Act.

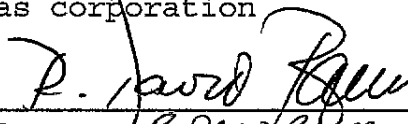
7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of 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.

8. Effective Time of Merger. The effective time (the "Effective Time") of the Merger shall be 8:00 a.m. on June 15, 1998.

9. Fees and Franchise Taxes. The Surviving Corporation hereby agrees to be responsible for the payment of all fees and franchise taxes of the Disappearing Corporation and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

The parties have set their hands and seals as of the 15th day of June, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

R. DAVID BAUER, M.D., INC., a
Texas corporation

By: 
Name: R. DAVID BAUER
Title: PRESIDENT

RDB ACQUISITION, INC., a
Florida business corporation


By: _____
Name: _____
Title: _____

The parties have set their hands and seals as of the 15th day of June, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

R. DAVID BAUER, M.D., INC., a
Texas corporation

By: _____
Name: _____
Title: _____

RDB ACQUISITION, INC., a
Florida business corporation

By:  _____
Name: David Puck
Title: President