

P98000048264

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

CPS ACQUISITION, INC.

Certificate of Status	0
Certified Copy	1
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Mergers

10-14-98

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTAL PHYSICIANS AND SURGEONS, INC., a New Jersey corporation not
qualified in the State of Florida,

INTO

CPS ACQUISITION, INC., a Florida corporation, P98000048264

File date: October 14, 1998

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER OF COASTAL PHYSICIANS AND SURGEONS, INC.,
AND CPS ACQUISITION, INC.**

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"), CPS ACQUISITION, INC., a Florida corporation ("Surviving Corporation"), and COASTAL PHYSICIANS AND SURGEONS, INC., a New Jersey business 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 July 17, 1998 by: (a) five hundred (500) shares of the Surviving Corporation constituting all of the shares entitled to vote thereon, and (b) all of the members of the Board of Directors of the Surviving Corporation.

2. The Plan of Merger was unanimously approved and these Articles of Merger were unanimously adopted on July 17, 1998 by: (1) One hundred fifty (150) shares of Disappearing Corporation constituting all of the shares entitled to vote thereon, and (b) all of the members of the Board of Directors of Disappearing Corporation.

3. Pursuant to the Plan of Merger, Disappearing Corporation shall be merged with and into Surviving Corporation and Surviving Corporation shall continue to exist under the same name as before the Merger ("CPS Acquisition, 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.

IN WITNESS WHEREOF, the parties have set their hand this 17th day of July, 1998.

CPS ACQUISITION, INC., a Florida
corporation

By: [Signature]
Name: DARYL P. JOHNSON
Title: SECRETARY

COASTAL PHYSICIANS AND SURGEONS
INC., a New Jersey corporation

By: [Signature]
Name: Jerry J. Sokol
Title: President

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Jerry J. Sokol
McDermott, Will & Emery
201 S. Biscayne Blvd., 22nd Floor
Miami, FL 33131-4336
305-358-3500
FLA. BAR # 0908614

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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"), CPS ACQUISITION, INC., a Florida business corporation ("Surviving Corporation"), and COASTAL PHYSICIANS AND SURGEONS, INC., a New Jersey business 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. 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 common stock in OMNA Medical Partners, Inc., a Delaware corporation ("OMNA"), the sole shareholder of the Surviving Corporation, and cash as set forth in that certain Merger Agreement and Plan of Reorganization, dated July 17, 1998, by and among OMNA, Surviving Corporation, Disappearing Corporation, Scott W. Strenger, M.D., Andrew S. Glass, M.D., and James G. Lowe, M.D. (the "Merger Agreement").
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.

Jerry J. Sokol

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McDermott, Will & Emery

201 S. Biscayne Blvd. 22nd Floor

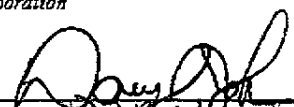
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IN WITNESS WHEREOF, the parties have set their hands and seals as of the 17th day of July, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

CPS ACQUISITION, INC., a Florida
corporation

By: 
Name: DAVID P. JOHNSON
Title: SECRETARY

COASTAL AND PHYSICIANS AND
SURGEONS, INC., a New Jersey business
corporation

By: 
Name: SCOTT LEE STEINER
Title: PRESIDENT

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