

P98000059435

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CORPORATION(S) NAME

Sovereign Medical Acquisition Corp.
Merging into: Healthmont, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit | | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOVEREIGN MEDICAL ACQUISITION CORP., a Florida corporation,
P98000059435

INTO

HEALTHMONT, INC., a Tennessee corporation not qualified in Florida.

File date: August 31, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
SOVEREIGN MEDICAL ACQUISITION CORP.,
a Florida corporation,
INTO
HEALTHMONT, INC.,
a Tennessee corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105 of the Act.

First: Pursuant to Chapter 607 of the Act, Sovereign Medical Acquisition Corp., a Florida corporation ("Sovereign"), and HealthMont, Inc., a Tennessee corporation ("HealthMont"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of Sovereign with and into HealthMont (the "Merger").

Second: The Plan of Merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:

(a) Sovereign shall be merged with and into HealthMont (HealthMont after the Merger shall be referred to as the "Surviving Corporation" for purposes herein);

(b) Upon filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date") (i) each share of Sovereign capital stock, issued and outstanding immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, (ii) each share of HealthMont capital stock, issued and outstanding immediately prior to the Effective Date, shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and (iii) duly authorized shares of the capital stock of the Surviving Corporation shall be issued in exchange for the shares of capital stock of Sovereign and HealthMont; and

(c) On the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Corporation shall be those of HealthMont prior to the Effective Date; the Board of Directors of the Surviving Corporation shall consist of a total of eight (8) seats, five (5) of which shall be filled by Sovereign and three (3) of which shall be filled by HealthMont, which three (3) HealthMont seats shall initially be filled by E. Thomas Chaney, who shall serve as Chairman of the Board of Directors of the Surviving Corporation, Richard E. Ragsdale and Timothy S. Hill.

Third: Pursuant to the provisions of Section 607.1105(d) of the Act:

(a) the Board of Directors of Sovereign approved the Merger, in accordance with Section 607.1101 of the Act, pursuant to a duly called and held meeting on June 9, 2000, and the shareholders of Sovereign ("Sovereign Shareholders") approved the Merger, in accordance with Section 607.1103 of the Act, pursuant to a vote of the shareholders at a duly called and held Special Meeting of the Sovereign Shareholders held on August 21, 2000; and

(b) the Board of Directors of HealthMont approved the Merger, in accordance with Section 607.1101 of the Act, pursuant to a duly called and held meeting on August 30, 2000,

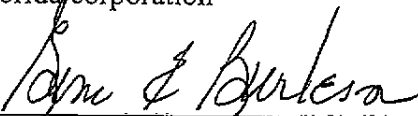
and the shareholders of HealthMont ("HealthMont Shareholders") approved the Merger, in accordance with Section 607.1103 of the Act, pursuant to a vote of the shareholders at a duly called and held Special Meeting of the HealthMont Shareholders held on August 30, 2000.

Fourth: The Merger shall become effective on the Effective Date.

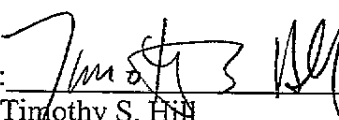
[Signatures Appear on the Following Page]

IN WITNESS WHEREOF, Sovereign and HealthMont have caused these Articles of Merger to be signed in their corporate names by their duly authorized officers, on this 31st day of August, 2000.

SOVEREIGN MEDICAL ACQUISITION CORP.,
a Florida corporation

By: 
Gene E. Burleson, Chairman and
Chief Executive Officer

HEALTHMONT, INC., a Tennessee corporation

By: 
Timothy S. Hill
Chief Executive Officer