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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. David P. Buser, MD, PA
(Corporation Name) (Document #)
2. and
(Corporation Name) (Document #)
3. Olde Naples Obstetrics +
(Corporation Name) (Document #)
4. Gynecology, PA.
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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merger

Examiner's Initials

Sf

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAVID P. BUSER, M.D., P.A., a FL corp., P97000053935

INTO

OLDE NAPLES OBSTETRICS & GYNECOLOGY, P.A. which changed its name
to

WOMEN'S HEALTHCARE PHYSICIANS, P.A., a Florida corporation,
P98000103853

File date: April 30, 1999

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
DAVID P. BUSER, M.D., P.A.
AND**

OLDE NAPLES OBSTETRICS & GYNECOLOGY, P.A.

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To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging David P. Buser, M.D., P.A. with and into Olde Naples Obstetrics & Gynecology, P.A. as approved and adopted by written consent of the shareholders of David P. Buser, M.D., P.A. entitled to vote thereon given on April 29, 1999, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Olde Naples Obstetrics & Gynecology, P.A. entitled to vote thereon given on April 29, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

SECOND: Olde Naples Obstetrics & Gynecology, P.A. will continue its existence as the surviving corporation under the name Women's Healthcare Physicians, P.A. pursuant to the provisions of the Florida Business Corporation Act.

Executed on this 29th day of April, 1999.

DAVID P. BUSER, M.D., P.A.

By: 

Name: David P. Buser, M.D. President/
Title: Treasurer / Secretary

OLDE NAPLES OBSTETRICS & GYNECOLOGY,
P.A.

By: 

Name: Wallace McLean, M.D.
Title: President

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER adopted by David P. Buser, M.D., P.A., a professional service corporation organized under the laws of the State of Florida, by resolution of its Sole Director and Shareholder on April 29, 1999, and adopted by Olde Naples Obstetrics & Gynecology, P.A., a professional service corporation organized under the laws of the State of Florida, by resolution of its Sole Director and Shareholder on April 29, 1999. The names of the corporations planning to merge are David P. Buser, M.D., P.A., a professional service corporation organized under the laws of the State of Florida, and Olde Naples Obstetrics & Gynecology, P.A., a professional service corporation organized under the laws of the State of Florida. The name of the surviving corporation into which David P. Buser, M.D., P.A. plans to merge is Olde Naples Obstetrics & Gynecology, P.A. and upon the effective date of such merger, the surviving corporation shall then be called Women's Healthcare Physicians, P.A.

1. David P. Buser, M.D., P.A. and Olde Naples Obstetrics & Gynecology, P.A. shall, pursuant to the provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, be merged with and into a single corporation, to wit, Olde Naples Obstetrics & Gynecology, P.A., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Women's Healthcare Physicians, P.A., pursuant to the provisions of the Florida Business Corporation Act. The separate existence of David P. Buser, M.D., P.A., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

- a. Article I is hereby deleted in its entirety and replaced with the following: The name of the corporation shall be Women's Healthcare Physicians, P.A.

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The following individuals listed below are hereby elected as directors and officers of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation:

<u>Name</u>	<u>Office</u>
<u>Wallace W. McLean, MD</u>	President
<u>David P. Buser, MD</u>	Vice President
<u>David P. Buser, MD</u>	Secretary
<u>Wallace W. McLean, MD</u>	Treasurer

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 60 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein shall be effected as a statutory merger or Type A Reorganization in accordance with Internal Revenue Code Section 386(a).


7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


9. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the following on this 29th day of April, 1999.

DAVID P. BUSER, M.D., P.A.

By: 
Name: David P. Buser, M.D.
Title: President/Secretary/Treasurer

OLDE NAPLES OBSTETRICS &
GYNECOLOGY, P.A.

By: 
Name: Wallace McLean, M.D.
Title: President/Treasurer