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MERGER OR SHARE EXCHANGE

STEPHEN D. LASDAY, D.P.M., P.A.

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DOOLEY & DRAKE, P.A.

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† ADMITTED IN ILLINOIS

FAX COVER LETTER

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January 6, 2004

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FROM:

John Shamsey, Esq.

RE:

WE ARE TRANSMITTING 5 PAGES (INCLUDING THIS COVER LETTER).

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COMMENTS:

Darlene

Revised Articles of Merger follow
pursuant to our telephone discussion.

Thank you.

John

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 5, 2004

STEPHEN D. LASDAY, D.P.M., P.A.
1611-53RD AVE W
BRADENTON, FL 34207

SUBJECT: STEPHEN D. LASDAY, D.P.M., P.A. and WEST COAST PODIATRY
CENTER, P.A.
REF: P99000061452

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE REMOVE THE STATEMENT THAT SHAREHOLDER APPROVAL WAS NOT REQUIRED IN SECTION 4 OF THE ARTICLES OF MERGER. SECTIONS 5 AND 6 STATE THAT THE PLAN OF MERGER WAS ADOPTED BY A UNANIMOUS VOTE OF THE SHAREHOLDERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

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ARTICLES OF MERGER

STEPHEN D. LASDAY, D.P.M., P.A. AND WEST COAST PODIATRY CENTER, P.A. being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

1) The name and jurisdiction of the surviving corporation is: STEPHEN D. LASDAY, D.P.M., P.A., a Florida Corporation (Document # P99000061452).

2) The name and jurisdiction of the merging corporation is: WEST COAST PODIATRY CENTER, P.A., a Florida Corporation (Document # P96000043981).

3) The Plan of Merger is attached.

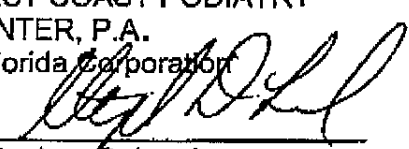
4) Shareholder approval was not required.

5) WEST COAST PODIATRY CENTER, P.A., adopted the Plan of Merger December 29, 2003 by a unanimous vote of the shareholders and directors.

6) STEPHEN D. LASDAY, D.P.M., P.A. adopted the Plan of Merger on December 29, 2003 by a unanimous vote of the shareholders and directors.

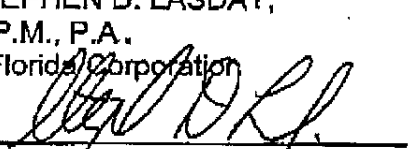
WEST COAST PODIATRY
CENTER, P.A.
a Florida Corporation

by


Stephen D. Lasday
As its sole Director

STEPHEN D. LASDAY,
D.P.M., P.A.
a Florida Corporation

by



Stephen D. Lasday
As its sole Director

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STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by STEPHEN D. LASDAY, as sole Director of WEST COAST PODIATRY CENTER, P.A., a Florida Corporation and STEPHEN D. LASDAY, D.P.M., P.A., a Florida Corporation, who is personally known to me or who has produced FL Drivers License as identification this 31st day of December, 2003.



Notary Public - State of Florida
Commission No. _____ ANITA PRUSCHEN
Expiration Date: _____



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AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
STEPHEN D. LASDAY, D.P.M., P.A.
AND
WEST COAST PODIATRY CENTER, P.A.

This Agreement and Plan of Merger is entered into this 29th day of December, 2003, but effective as of the 1st day of January, 2004, by and among STEPHEN D. LASDAY, D.P.M., P.A., a Florida Corporation ("Lasday" or the "surviving corporation") and WEST COAST PODIATRY CENTER, P.A., a Florida Corporation ("West Coast" or the "absorbed corporation").

RECITALS

A. All of the shares of stock of Lasday are currently held by the following Shareholders in the following amounts:

<u>Name</u>	<u>No. of Shares</u>	<u>Percentage of outstanding Shares</u>
Stephen D. Lasday	500	100%

B. All of the shares of stock of West Coast are currently held by the following Shareholders in the following amounts:

<u>Name</u>	<u>No. of Shares</u>	<u>Percentage of outstanding Shares</u>
Stephen D. Lasday	100	100%

C. The parties believe that it is in the best interests of Lasday and West Coast to merge their separate businesses.

NOW THEREFORE, in consideration of the premises, and upon the terms and conditions hereinafter set forth, the parties agree as follows:

1) Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate

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transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

2) Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

Each share of the Ten Dollar (\$1.00) par value common stock of West Coast (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1) share of the Ten Dollar (\$1.00) par value common stock of Lasday (surviving corporation), which shares of common stock of the surviving corporation shall thereupon be issued and outstanding, provided, however, that so long as the percentage of outstanding shares among the shareholders of the surviving corporation shall not be altered, then the additional shares shall not be issued and the number of shares issued and the percentage of outstanding shares as indicated above shall not be altered.

3) Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

4) Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

5) Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

Stephen D. Lasday

Director

6) Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7) Approval by Stockholders. This plan of merger shall be submitted for the

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approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 29, 2003, or at such other time as to which the boards of directors of the constituent corporations may agree.

8) Effective Date of Merger. The effective date of this Merger shall be January 1, 2004.

9) Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 29, 2003; or

b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

10) Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counter part shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Attest:

John K. Sklar
Ante Pruschen

STEPHEN D. LASDAY, D.P.M., P.A.

by [Signature]
Stephen D. Lasday
As its sole Director

Attest:

John K. Sklar
Ante Pruschen

WEST COAST PODIATRY CENTER, P.A.


by [Signature]
Stephen D. Lasday
As its sole Director

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STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me by STEPHEN D. LASDAY, as sole Director of WEST COAST PODIATRY CENTER, P.A., a Florida Corporation and STEPHEN D. LASDAY, D.P.M., P.A., a Florida Corporation, who is personally known to me or who has produced FL Drivers License as identification this 31st day of December, 2003.



Notary Public - State of Florida
Commission No. ANITA PRUSCHEN
Expiration Date: _____



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