

P99000063864

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

1. GTO INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE
10/1/99

Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
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 Certified Copy
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 Photocopy
 Certificate of Status

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

AMENDMENTS	
<input checked="" 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

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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

APL
9/20/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GTO, INC., a Florida corporation K03115

INTO

GTONEWCO, INC., a Florida entity, P99000063864.

File date: September 20, 1999 , effective October 1, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
10/1/99

99 SEP 20 PM 2:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
GTO, INC., A FLORIDA CORPORATION,
WITH AND INTO
GTONEWCO, INC., A FLORIDA CORPORATION

These ARTICLES OF MERGER are made this 18th day of August, 1999, by and between GTO, INC., a Florida corporation (referred to herein as "Subsidiary," "Terminating Corporation" or "GTO"), and GTONEWCO, INC., a Florida corporation (referred to herein as the "Parent," "Surviving Corporation" or "GTONewco").

WHEREAS, for various business reasons, the Board of Directors of each of Subsidiary and Parent believe that it is in the best interests of their respective shareholders that Subsidiary be merged with and into Parent, with Parent (GTONewco) as the Surviving Corporation (the "Merger"); and

WHEREAS, GTONewco, Inc. is the Parent corporation owning greater than eighty percent (80%) of the outstanding shares of each class of GTO, Inc. (the "Subsidiary"); and

WHEREAS, the approval of the shareholders of GTO and GTONewco for the merger was not required; and

WHEREAS, pursuant to the provisions of Section 607.1104, Florida Statutes, the Parent (GTONewco) and the Subsidiary (GTO), through their respective Boards of Directors have approved and adopted that certain Plan of Merger dated this the 18th day of August, 1999 ("the Plan of Merger");

NOW, THEREFORE, the undersigned corporations, in accordance with Sections 607.1104, 607.1105 and 607.1106, Florida Statutes, and in consideration of the premises

and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I. The Plan of Merger is as follows:

This is a Plan of Merger (the "Plan") of GTO, Inc. ("GTO"), a Florida corporation, and GTONewco, Inc. ("GTONewco"), also a Florida corporation, pursuant to the authority of Section 607.1104, Florida Statutes.

1.1. Recitals. The authorized capital stock of GTO consists of 2,000,000 shares of common stock at \$.001 par value per share (the "GTO Common Stock"). The authorized capital stock of GTONewco consists of 2,000,000 shares of common stock at \$.001 par value per share (the "GTONewco Common Stock"). GTONewco owns greater than eighty percent (80%) of the outstanding shares of stock of GTO.

1.2. Merger Structure. The names of the corporations proposing to merge are:

(a) GTO, Inc. ("GTO"), a Florida corporation. GTO, Inc. is the "Subsidiary" corporation of GTONewco, Inc.

(b) GTONewco, Inc. ("GTONewco"), a Florida corporation. GTONewco, Inc. is the "Parent" corporation of GTO, Inc. GTO proposes to merge into GTONewco, Inc., which will be the Surviving Corporation.

1.3. Consummation. The merger shall be consummated in accordance with Florida law by the issuance of a certificate of merger by the Secretary of State of Florida. The Effective Date of the merger shall be (1) the date the Articles of Merger are filed with the Secretary of State, or (2) October 1, 1999, whichever date is later.

1.4 Conversion of Shares. When the merger is effected:

(a) Each then outstanding share of GTO, Inc. Common Stock not owned by GTONewco, Inc. at the Effective Date shall be converted into the right to receive \$15.00 per share in cash and a holder of such shares shall have no further rights with respect to those shares except the right to receive such amount in cash upon surrendering to the paying agent designated by GTONewco, Inc. that holder's certificate(s) representing those shares. Pursuant to this merger and the laws of Florida, each then outstanding share certificate of GTO, Inc. Common Stock not owned by GTONewco, Inc. shall be canceled.

(b) Each then outstanding share of GTO, Inc. Common Stock owned by GTONewco, Inc. at the Effective Date shall be canceled.

(c) Each share of GTONewco, Inc. Common Stock outstanding on the Effective Date of the merger shall remain outstanding and remain in full force and effect, and shall, as of the Effective Date of the merger, represent the full and complete ownership of the surviving corporation, GTONewco, Inc.

1.5 By-Laws and Officers. The merger shall not affect

(a) GTONewco's by-laws, or

(b) The identity or term of office of GTONewco's officers.

1.6 Abandonment. At any time before the filing of the Articles of Merger, the Board of Directors of GTONewco, Inc. or the Board of Directors of GTO, Inc. may abandon the merger notwithstanding the previous approval of this Plan of Merger by both Boards of those corporations.

1.7 Reorganization Plan. This Plan of Merger is intended to constitute and shall constitute a plan of reorganization for the purposes of Sections 354, et seq. of the Internal Revenue Code of 1986, as amended.

1.8 Dissenters' Rights. Any shareholder of GTO, Inc. has the right to dissent from this merger pursuant to Sections 607.1301 - 607.1320, Florida Statutes. If any such dissenting shareholder complies with the provisions of Sections 607.1301 - 607.1320, Florida Statutes, with regard to the rights of dissenting shareholders, they may be entitled to be paid the fair value of their shares in GTO, Inc.

1.9 Headings. The headings in this Plan have been included solely for ease of reference and shall not be considered in the interpretation or construction of this Plan.

ARTICLE II. The Plan of Merger and these Articles of Merger were duly adopted and approved at a special meeting of the Board of Directors of GTO, Inc. (the "Subsidiary" or "Terminating Corporation") on August 18, 1999. Further, the Plan of Merger and these Articles of Merger were duly adopted and approved at a special meeting of the Board of Directors of GTONewco, Inc. (the "Parent" or "Surviving Corporation") on August 18, 1999. Approval of the Plan of Merger and these Articles of Merger by each of the Boards of Directors is evidenced by the execution of these Articles of Merger by the Chairman of the Board of Directors of each of the constituent corporations.

ARTICLE III. On August 19, 1999, GTONewco caused a copy of these Articles of Merger and the Plan of Merger to be mailed to each shareholder of GTO, Inc. who did not waive the mailing requirements of Section 607.1104, Florida Statutes.

ARTICLE IV. The effective date of the Merger shall be (1) the date these Articles of Merger are filed with the Florida Secretary of State, or (2) October 1, 1999, whichever date is later.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

TERMINATING CORPORATION
GTO, Inc., a Florida corporation

By Laurie Dozier
Laurie Dozier, M.D.
Chairman, Board of Directors

SURVIVING CORPORATION
GTONewco, Inc., a Florida
corporation

By Laurie Dozier
Laurie Dozier, M.D.
Chairman, Board of Directors