

P 99000087410

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November 3, 1999

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****122.50 ****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: SCOTT A. GREENBERG, M.D., P.A., Charter No. P99000087410
SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, a
Louisiana professional medical corporation

Gentlemen:

Enclosed please find an original and one copy of the Articles of Merger of the above-referenced corporations. Please endorse your approval on the copy of the Articles of Merger, certify same and return same to us.

Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing the Articles of Merger and for a certified copy of same.

Thank you for your attention to the above.

Yours truly,

Linda H. Hutson

Linda H. Hutson
Legal Assistant

*Merger
11-17-99
JTS*

Enclosures
(L:\Greenberg\MergerStateLet.1hh)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -5 AM 10:12

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, a non-qualified Louisiana corporation

INTO

SCOTT A. GREENBERG, M.D., P.A., a Florida entity, P99000087410

File date: November 5, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION
INTO
SCOTT A. GREENBERG, M.D., P.A.

FILED
99 NOV -5 AM 10:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, SCOTT A. GREENBERG, M.D., P.A., a Florida Professional Association, and SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, a Louisiana professional medical corporation, adopt the following Articles of Merger for the purpose of merging SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION into the SCOTT A. GREENBERG, M.D., P.A..

PLAN OF MERGER

1. The Plan and Agreement of Reorganization by Merger setting forth the terms and conditions of the merger of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION into SCOTT A. GREENBERG, M.D., P.A. is attached to these Articles as an Exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. There are 100 shares of common stock, each of no par value of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, issued and outstanding that were entitled to vote on the Plan and Agreement of Reorganization by Merger. All 100 shares were voted in favor of the Plan and Agreement of Reorganization by Merger, at a Special Meeting of the shareholders of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, held on November 2, 1999, at Winter Park, Florida.

There are 100 shares of common stock, each of \$1.00 par value of SCOTT A. GREENBERG, M.D., P.A. issued and outstanding that were entitled to vote on the Plan and Agreement of Reorganization by Merger. All 100 shares were voted in favor of the Plan and Agreement of Reorganization by Merger, at a Special Meeting of the shareholders of SCOTT A. GREENBERG, M.D., P.A., held on November 2, 1999, at Winter Park, Florida.

EFFECTIVE DATE

The Plan and Agreement of Reorganization by Merger shall be effective on the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles to be signed as of November 2, 1999.

SCOTT A. GREENBERG, M.D., A
PROFESSIONAL CORPORATION

BY: [Signature]
SCOTT A. GREENBERG, M.D., President

Attest: [Signature]
SCOTT A. GREENBERG, M.D., Secretary

(CORPORATE SEAL)

SCOTT A. GREENBERG, M.D., P.A.

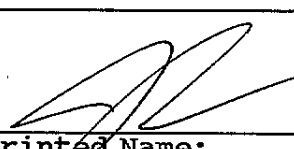
BY: [Signature]
SCOTT A. GREENBERG, M.D., President

Attest: [Signature]
SCOTT A. GREENBERG, M.D., Secretary

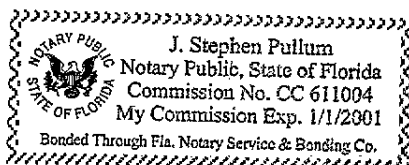
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

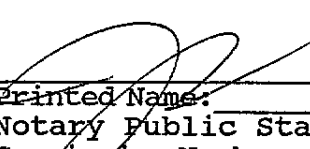
The foregoing instrument was acknowledged before me this 2nd day of November, 1999, by SCOTT A. GREENBERG, M.D., as President and Secretary, of SCOTT A. GREENBERG, A PROFESSIONAL CORPORATION. Said person did not take an oath and (check one) is personally known to me, ✓ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:


Printed Name: _____
Notary Public State of Florida
Commission Number: _____
My Commission Expires: _____

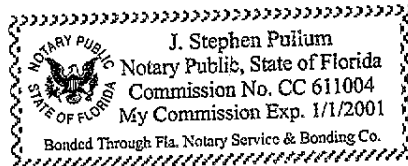
STATE OF FLORIDA
COUNTY OF ORANGE



The foregoing instrument was acknowledged before me this 2nd day of November, 1999, by SCOTT A. GREENBERG, as President and Secretary, of SCOTT A. GREENBERG, M.D., P.A., a Florida Professional Association. Said person did not take an oath and (check one) is personally known to me, ✓ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit:


Printed Name: _____
Notary Public State of Florida
Commission Number: _____
My Commission Expires: _____

(L:\Greenberg\MergerArticles.LHH)



PLAN AND AGREEMENT OF REORGANIZATION
BY MERGER OF
SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION
WITH AND INTO
SCOTT A. GREENBERG, M.D., P.A.
UNDER THE NAME OF
SCOTT A. GREENBERG, M.D., P.A.

RECITALS

THIS PLAN AND AGREEMENT OF MERGER is made this 2nd day of November 1999, by and between SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, a Louisiana professional medical corporation, and SCOTT A. GREENBERG, M.D., P.A., a Florida Professional Association, said corporations being sometimes hereinafter collectively referred to as "constituent corporations".

WHEREAS, the respective Board of Directors of the constituent corporations deem it advisable that SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION ("the disappearing corporation") be merged into SCOTT A. GREENBERG, M.D., P.A. ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to §607.1101 and §607.1105 (1), (2) and (3);

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation. When this Agreement shall become effective, the separate corporate existence of SCOTT A. GREENBERG, M.D., A

PROFESSIONAL CORPORATION shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION and shall be subject to all the debts and liabilities of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION in the same manner as if the surviving corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be "SCOTT A. GREENBERG, M.D., P.A."

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 1925 Mizell Avenue, Suite 303, Winter Park, Florida 32792, County of Orange.

PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under Florida Statute §621. The surviving corporation will carry on business with the assets of the disappearing corporation, as well as with the assets of the surviving corporation.

AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares which SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION is authorized to issue is 100 shares of no par common stock, of which 100 shares are now issued and outstanding. The present number of shares which the surviving

corporation is authorized to issue is 7,500 shares of \$1.00 par common stock, of which 100 shares are now issued and outstanding. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 7,500 shares of common stock having \$1.00 par value.

DIRECTORS AND OFFICERS

6. (a) The present Board of Directors of the surviving corporation shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until their successors have been elected and qualified.

(b) All persons, who as of the Effective Date of the merger, shall be executive or administrative officers of the SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION shall remain as officers of the surviving corporation until the Board of Directors of the surviving corporation shall determine otherwise.

NAME AND RESIDENCE OF AGENT OF CORPORATION

7. J. STEPHEN PULLUM of 1330 West Citizens Blvd., Suite 701, Leesburg, Florida 34748, shall be and is hereby appointed as the person on whom process, tax notices, and demands against said SCOTT A. GREENBERG, M.D., P.A. or either of the said constituent corporations, may be served.

MODE OF EFFECTING MERGER

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholder of the surviving corporation will retain his shares as all outstanding shares of the surviving corporation.

The shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation on November 2, 1999. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of one (1) share of the surviving corporation for each such share of the disappearing corporation.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS
OF SURVIVING CORPORATION: POOLING OF INTEREST

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

ARTICLES OF INCORPORATION

10. The Articles of Incorporation of SCOTT A. GREENBERG, M.D., P.A. shall continue to be the Articles of the surviving corporation, until amended as provided by law.

BY-LAWS

11. The By-Laws of SCOTT A. GREENBERG, M.D., P.A. shall be the By-Laws of the surviving corporation.

EFFECTIVE DATE OF AGREEMENT

12. This Agreement shall become effective on the date of filing of this agreement, or other appropriate certificate with the Florida Department of State, in the manner provided by law. The term "effective date", wherever used in this Agreement, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

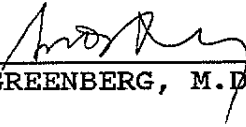
13. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of the constituent corporations.

SCOTT A. GREENBERG, M.D., A
PROFESSIONAL CORPORATION

BY: 
SCOTT A. GREENBERG, M.D., President

Attest: 
SCOTT A. GREENBERG, M.D., Secretary

(CORPORATE SEAL)

SCOTT A. GREENBERG, M.D., P.A.

BY: [Signature]
SCOTT A. GREENBERG, M.D., President

Attest: [Signature]
SCOTT A. GREENBERG, M.D., Secretary

(CORPORATE SEAL)

CERTIFICATE

I, SCOTT A. GREENBERG, M.D., President and Secretary of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION, do hereby certify:

1. That pursuant to the provisions of Louisiana Statutes all of the Directors of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION consented in writing on November 2, 1999, to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of Louisiana Statutes all of the stockholders of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION consented in writing on November 2, 1999, to the adoption of the foregoing Agreement of Merger and authorized the President and Secretary of SCOTT A. GREENBERG, M.D., A PROFESSIONAL CORPORATION to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of November, 1999.

SCOTT A. GREENBERG, M.D.,
A PROFESSIONAL ASSOCIATION

BY: [Signature]
SCOTT A. GREENBERG, M.D., President

Attest: [Signature]
SCOTT A. GREENBERG, M.D., Secretary

(CORPORATE SEAL)

CERTIFICATE

I, SCOTT A. GREENBERG, M.D., President and Secretary of SCOTT A. GREENBERG, M.D., P.A., do hereby certify:

1. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the Directors of SCOTT A. GREENBERG, M.D., P.A. consented in writing on November 2, 1999, to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of §607.1101 and §607.1105(1) and (2) all of the stockholders of SCOTT A. GREENBERG, M.D., P.A. consented in writing on November 2, 1999 to the adoption of the foregoing Agreement of Merger and authorized the President and Secretary of SCOTT A. GREENBERG, M.D., P.A. to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of November, 1999.

SCOTT A. GREENBERG, M.D., P.A.

BY: [Signature]
SCOTT A. GREENBERG, M.D., President

Attest: [Signature]
SCOTT A. GREENBERG, M.D., Secretary

(CORPORATE SEAL)

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