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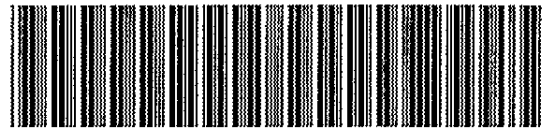
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*Merger*

V SHEPARD OCT 30 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARK MED OF FLORIDA, INC., a Florida corporation, P99000109289

INTO

**CLINIC MANAGEMENT SERVICES, INC.**, a Tennessee entity not qualified in  
Florida

File date: October 25, 2002

Corporate Specialist: Velma Shepard

**LONDON & AMBURN, P.C.**  
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October 24, 2002

DIANA L. GUSTIN†  
EDWARD F. M. GOOD, M.D., J.D.†

\*TENN. SUPREME COURT  
RULE 31 LISTED MEDIATOR  
† OF COUNSEL  
\*\* ALSO LICENSED IN KENTUCKY  
\*\*\* ALSO LICENSED IN VIRGINIA

Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

*via FedEx*

RE: Articles of Merger and Agreement and Plan of Merger of Park Med of Florida, Inc.  
into Clinic Management Services, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Merger and Agreement and Plan of Merger of Park Med of Florida, Inc. into Clinic Management Services, Inc. Also enclosed is this firm's check in the amount of \$78.75 (\$35.00 filing fee per corporation and \$8.75 fee for a certified copy).

Once the documents have been filed, please return a filed copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. If you have any questions, please do not hesitate to contact me.

Sincerely,



Lisa Seaman  
Paralegal

LS/lr  
Enclosures

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ARTICLES OF MERGER

OF

PARK MED OF FLORIDA, INC.  
(a Florida subsidiary corporation)

INTO

CLINIC MANAGEMENT SERVICES, INC.  
(a Tennessee parent corporation)

Pursuant to the provisions of Sections 48-21-105 and 48-21-107 of the Tennessee Business Corporation Act and Sections 607-1104, 607-1105 and 607-1109 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger attached hereto as Exhibit "A" (the "Plan") and the performance of its terms were duly authorized, adopted and approved by each of the undersigned corporations in the manner prescribed by their Charter and Articles of Incorporation, respectively, the Tennessee Business Corporation Act and the Florida Business Corporation Act.

2. Approval by the Shareholders of Clinic Management Services, Inc., a Tennessee corporation, (the "Surviving Corporation") to the merger is not required by the Tennessee Business Corporation Act.

3. Approval by the Shareholders of Park Med of Florida, Inc., a Florida corporation, (the "Merging Corporation") to the merger is not required by the Florida Business Corporation Act.

4. As to the Surviving Corporation the Plan was duly adopted by the Board of Directors on October 17, 2002.

5. As to the Merging Corporation the Plan was duly adopted by the Board of Directors on October 17, 2002.

6. The address in Tennessee of the Surviving Corporation is 1900 Winston Road, Suite 300, Knoxville, Tennessee 37919.

7. The Surviving Corporation appoints the Florida Secretary of State as its agent for service of process in proceedings to enforce any obligation of the Merging Corporation or the rights of dissenting shareholders of the Merging Corporation. The Florida Secretary of

State shall mail any such process to the Surviving Corporation at 1900 Winston Road, Suite 300, Knoxville, Tennessee 37919, Attention: General Counsel.

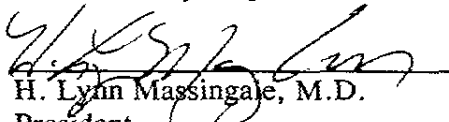
8. The Surviving Corporation agrees to promptly pay to dissenting shareholders of the Merging Corporation the amount, if any, to which they are entitled pursuant to the Florida Business Corporation Act.

9. The merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of Florida and the Tennessee Secretary of State.

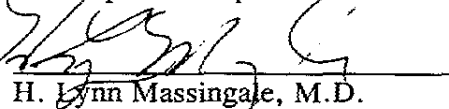
IN WITNESS WHEREOF, these Articles of Merger are executed and approved on behalf of the parties to the merger by the undersigned, pursuant to the authorization of each corporation.

Dated: October 17, 2002

PARK MED OF FLORIDA, INC.  
a Florida subsidiary corporation

By:   
H. Lynn Massingale, M.D.  
Its: President

CLINIC MANAGEMENT SERVICES, INC.  
a Tennessee parent corporation

By:   
H. Lynn Massingale, M.D.  
Its: President

**AGREEMENT AND PLAN OF MERGER**

**OF**

**PARK MED OF FLORIDA, INC.**  
**(a Florida subsidiary corporation)**

**INTO**

**CLINIC MANAGEMENT SERVICES, INC.**  
**(a Tennessee parent corporation)**

Pursuant to the provisions of Sections 48-21-102 and 48-21-105 of the Tennessee Business Corporation Act and Sections 607-1104 - 607-1109 of the Florida Business Corporation Act, the undersigned corporations adopt the following Agreement and Plan of Merger (this "Plan"):

1. The name of each corporation planning to merge is:
  - (a) Wholly Owned Subsidiary Corporation: Park Med of Florida, Inc. (the "Merging Corporation").
  - (b) Parent Company: Clinic Management Services, Inc. (the "Surviving Corporation").
2. The name of the Surviving Corporation is:
  - (a) Clinic Management Services, Inc.
3. The terms and conditions of the merger are:
  - (a) Agreement to Merge: The Merging Corporation and the Surviving Corporation agree to execute and deliver to the Tennessee Secretary of State and the Florida Secretary of State for filing Articles of Merger which shall provide that the Surviving Corporation, the sole shareholder of the Merging Corporation before the merger, shall be the Surviving Corporation in the merger.
  - (b) Effective Date of Merger: The merger shall become effective upon filing with the Department of State of Florida and the Tennessee Secretary of State.
  - (c) Management of Surviving Corporation: There shall be no change in the management or governance of the Surviving Corporation as a result of this merger. The Charter of the Surviving Corporation shall not be amended in any respect by reason of this Plan.

(d) Costs and Expenses: The corporations shall each bear its own costs and expenses in connection with due diligence and other related activities preliminary to the merger. Provided, however, that the Surviving Corporation shall bear all legal and accounting costs and expenses associated with the preparation and filing of the Articles of Merger, this Plan and all other related documents.


(e) Effect of the Merger: As of the effective date of the merger, the separate existence of the Merging Corporation shall cease and all property owned by it shall be vested in the Surviving Corporation without reversion or impairment, and all liabilities of the Merging Corporation shall be vested in the Surviving Corporation. The Surviving Corporation shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and a private nature, and be subject to all restrictions, disabilities, duties, debts, and liabilities of the Merging Corporation. If at any time after the effective date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, acquired as a result of the merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the merger and otherwise to carry out the purposes of this Plan.

4. Manner and Basis for Converting Shares: The manner and basis of converting the shares of the Merging Corporation into securities, cash, or other property of the Surviving Corporation is as follows: the Surviving Corporation, the sole shareholder of the Merging Corporation, shall tender all of its shares of the common stock of the Merging Corporation, which shares shall then be cancelled.

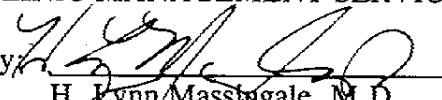
5. Dissenting Shareholders: Shareholders of the Merging Corporation who would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Dated: October 17, 2002

PARK MED OF FLORIDA, INC.

By:   
H. Lynn Massingale, M.D.  
Its: President

CLINIC MANAGEMENT SERVICES, INC.

By:   
H. Lynn Massingale, M.D.  
Its: President