

STEEL, HECTOR & DAVIS LLP

Requester's Name

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TALLAHASSEE 32301

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City/State/Zip

Phone #

8/18/98

CONTACT: ELIZABETH

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98 AUG 18 PM 3:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

1. CAREMED MEDICAL GROUP, INC. P96000095815
(Corporation Name) (Document #)

2. _____ Merger &
(Corporation Name) (Document #)

3. _____ Name
(Corporation Name) (Document #)

4. _____ Change
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 4:00

☒ Certified Copy

☐ Mail out

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☐ Certificate of Status

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93 AUG 18 PM 2:27
DIVISION OF CORPORATION

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 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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Examiner's Initials

Don
8/19/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREMED HEALTH ADMINISTRATOR'S, INC., a Florida corp, P95000026997

CAREMED MEDICAL GROUP, INC., a Florida corp. P96000095815

INTO

CAREMED MEDICAL MANAGEMENT, INC. which changed its name to

CAREMED MEDICAL GROUP, INC., a Florida corporation, S49176

File date: August 18, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
CAREMED HEALTH ADMINISTRATOR'S, INC.
(a Florida corporation),

CAREMED MEDICAL GROUP, INC.
(a Florida corporation)

AND

CAREMED MEDICAL MANAGEMENT, INC.
(a Florida corporation)

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TALLAHASSEE, FLORIDA

The undersigned corporations hereby submit these Articles of Merger pursuant to Section 607.1105 of the Florida Statutes, and certify that:

1. CareMed Health Administrator's, Inc, a Florida corporation ("CMHA") and a wholly-owned subsidiary of CareMed Health Systems, Inc., a Florida corporation (the "Parent"), and CareMed Medical Group, Inc, a Florida corporation ("CMMG") and a wholly-owned subsidiary of the Parent, shall be merged with and into CareMed Medical Management, Inc, a Florida corporation ("CMMM") and a wholly-owned subsidiary of the Parent, which shall be the surviving corporation (the "Surviving Corporation") and shall be renamed, pursuant to the Merger Agreement (as hereinafter defined) as "CareMed Medical Group, Inc."


2. The Merger Agreement pursuant to which CMHA and CMMG shall be merged with and into CMMM (the "Merger") was adopted pursuant to Section 607.1103 of the Florida Statutes, by the respective Board of Directors of each of CMMM, CMHA and CMMG, and by the Board of Directors of the Parent, as the sole shareholder of CMMM, CMHA and CMMG, on August 18, 1998. No approval by the shareholders of the Parent was required.

3. The Merger shall become effective at 2:00 p.m., Eastern time, on the day of filing of these Articles of Amendment with the Secretary of State of the State of Florida (the "Effective Time of the Merger").

4. The Merger shall be carried out in accordance with the Agreement and Plan of Merger, dated as of August 18, 1998 (the "Merger Agreement"), a copy of which is attached hereto as Appendix A and incorporated herein by this reference. At the Effective Time, the Articles of Incorporation of CMMM shall be amended as set forth in the Merger Agreement.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of August 18, 1998.

CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 


Osvaldo Martinez
President

CAREMED MEDICAL MANAGEMENT, INC.

By: 

Osvaldo Martinez
President

CAREMED MEDICAL GROUP, INC.

By: 

Osvaldo Martinez
President

MIA9801/57858-3

APPENDIX A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Plan of Merger") effective as of August 18, 1998 by and among CareMed Health Administrator's, Inc., a Florida corporation ("CMHA"), CareMed Medical Group, Inc., a Florida corporation ("CMMG"), and CareMed Medical Management, Inc., a Florida corporation ("CMMM").

Recitals

- A. CMHA, CMMG, and CMMM are each a wholly-owned subsidiary of CareMed Health Systems, Inc., a Florida corporation ("Parent").
- B. Parent desires to merge CMHA and CMMG with and into CMMM on the terms and conditions set forth below.

Agreement

1. **The Merger.** At the Effective Time of the Merger (as defined in Section 2 below), in accordance with the Florida Business Corporation Act (the "FBCA") and the terms of this Plan of Merger, CMHA and CMMG will be merged with and into CMMM (the "Merger"), the separate corporate existence of CMHA and CMMG shall cease, and CMMM shall continue its corporate existence under the laws of Florida under the name "CareMed Medical Group, Inc." (the "Surviving Corporation") (CMHA, CMMG and CMMM are collectively referred to as the "Constituent Corporations.").
2. **Effective Time of the Merger.** The Merger shall become effective (the "Effective Time of the Merger") (subject to the terms and conditions of this Plan of Merger) at 2:00 p.m. Eastern time on the day on which this Plan of Merger is filed with the Florida Department of State and when the following actions shall have in all respects been completed:
 - a. This Plan of Merger has been approved by the boards of directors and the sole stockholder of each of the Constituent Corporations in accordance with the requirements of the FBCA; and
 - b. Articles of Merger have been executed and verified and filed in the office of the Secretary of State of Florida.
3. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and Bylaws of the Surviving Corporation as amended pursuant to this Plan of Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation from the Effective Time of the Merger until further amended in accordance with the laws of the State of Florida.

4. Amendment to Articles of Incorporation of Surviving Corporation.

Article I of the Articles of Incorporation of CareMed Medical Management, Inc. is hereby amended to read:

The name of the corporation is CareMed Medical Group, Inc. (hereinafter called the "Corporation").

5. Manner and Basis of Converting Securities. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) all shares of common stock, par value \$.001 per share, of CMHA ("CMHA Shares") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holder of CMHA Shares shall cease to have any rights with respect to the CMHA Shares;

(c) all shares of common stock, par value \$.001 per share, of CMMG ("CMMG Shares") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(d) the holder of CMMG Shares shall cease to have any rights with respect to the CMMG Shares;

(e) each share of common stock, \$.001 par value per share, of CMMM issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

6. Representations and Warranties of CMHA. CMHA represents and warrants to CMMG and CMMM as follows:

(a) Corporate Status. CMHA is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is qualified to do business in the State of Florida.

(b) Corporate Authority. CMHA has full corporate power and authority to enter into this Plan of Merger and to carry out its obligations under this Plan of Merger.

(c) Due Authorization. Execution of this Plan of Merger and performance by CMHA under this Plan of Merger has been duly authorized by all requisite corporate action on the part of CMHA, and this Plan of Merger constitutes a valid and binding obligation of CMHA and performance under this Plan of Merger will not violate any provision of CMHA's Articles of Incorporation or Bylaws.

7. Representations and Warranties of CMMG. CMMG represents and warrants to CMHA and CMMM as follows:

(a) Corporate Status. CMMG is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is qualified to do business in the State of Florida.

(b) Corporate Authority. CMMG has full corporate power and authority to enter into this Plan of Merger and to carry out its obligations under this Plan of Merger.

(c) Due Authorization. Execution of this Plan of Merger and performance by CMMG under this Plan of Merger has been duly authorized by all requisite corporate action on the part of CMMG, and this Plan of Merger constitutes a valid and binding obligation of CMMG and performance under this Plan of Merger will not violate any provision of CMMG's Articles of Incorporation or Bylaws.

8. Representations and Warranties of CMMM. CMMM represents and warrants to CMHA and CMMG as follows:

(a) Corporate Status. CMMM is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is qualified to do business in the State of Florida.

(b) Corporate Authority. CMMM has full corporate power and authority to enter into this Plan of Merger and to carry out its obligations under this Plan of Merger.

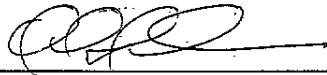
(c) Due Authorization. Execution of this Plan of Merger and performance by CMMM under this Plan of Merger has been duly authorized by all requisite corporate action on the part of CMMM, and this Plan of Merger constitutes a valid and binding obligation of CMMM and performance under this Plan of Merger will not violate any provision of CMMM's Articles of Incorporation or Bylaws.

9. Effect of the Merger. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and all interests in all real


estate vested in either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and all interests in real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time of the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed as of the date first written above.


CAREMED HEALTH ADMINISTRATOR'S, INC.

By: 
Osvaldo Martinez
President

CAREMED MEDICAL MANAGEMENT, INC.

By: 
Osvaldo Martinez
President

CAREMED MEDICAL GROUP, INC.

By: 
Osvaldo Martinez
President

MIA9801/57835-3