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S63577

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002153948--3

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Family First Medical Centers, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ NonProfit

☐ Limited Liability Company

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S63577

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AHI SOUTH FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation,
P94000088694

AHI FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation,
P95000026179

FPA FAMILY PHARMACY, INC., a Florida corporation, M05748

PHYSICIANS FIRST, INC. doing business in Florida as FPA FAMILY FIRST
MEDICAL CENTERS, INC., a Delaware corporation, F96000003113

INTO

FAMILY FIRST MEDICAL CENTERS, INC., a Florida corporation, S63577.

File date: April 18, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
FAMILY FIRST MEDICAL CENTERS, INC.
AHI SOUTH FLORIDA HEALTHCARE SYSTEMS, INC.
AHI FLORIDA HEALTHCARE SYSTEMS, INC.
FPA FAMILY PHARMACY, INC.,
Florida corporations,
AND
PHYSICIANS FIRST, INC.,
a Delaware corporation

FILED
97 APR 18 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger as of this 11th day of April 1997 for the purpose of effecting a merger in accordance with the applicable provisions of the Act.

1. An Agreement and Plan of Merger (the "Merger Agreement") by and among Family First Medical Centers, Inc., a Florida corporation ("FFMC"), AHI South Florida Healthcare Systems, Inc., a Florida corporation ("South Florida"), AHI Florida Healthcare Systems, Inc., a Florida corporation ("AHI Florida"), Physicians First, Inc., a Delaware corporation ("PFI"), and FPA Family Pharmacy, Inc., a Florida corporation ("Pharmacy" and, together with South Florida, AHI Florida and PFI, the "Disappearing Corporations"), dated as of April 11, 1997, provides for the merger (the "Merger") of the Disappearing Corporations with and into FFMC, with FFMC surviving the Merger, all as set forth more particularly in the Merger Agreement attached hereto.
2. The effective date and time of the Merger shall be the date and time these articles of merger together with the documents or instruments required to be filed in the jurisdiction of incorporation of each of the constituent corporations that is not a Florida corporation are accepted for filing in accordance with the provisions of the Act and in accordance with the provisions of the applicable statutes of such other jurisdiction(s).
3. The Boards of Directors and the shareholders of each of the Disappearing Corporations and of FFMC adopted the Merger Agreement on April 11, 1997.

Family First Medical Centers, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary

AHI South Florida Healthcare Systems, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President,
General Counsel and Secretary

AHI Florida Healthcare Systems, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President,
General Counsel and Secretary

FPA Family Pharmacy, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary

Physicians First, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") dated as of April 11, 1997 is made and entered into by and among AHI South Florida Healthcare Systems, Inc., a Florida corporation ("South Florida"), AHI Florida Healthcare Systems, Inc., a Florida corporation ("AHI Florida"), Physicians First, Inc., a Delaware corporation ("PFI"), and FPA Family Pharmacy, Inc., a Florida corporation ("Pharmacy" and, together with South Florida, AHI Florida and PFI, the "Disappearing Corporations"), and Family First Medical Centers, Inc., a Florida corporation ("FFMC"), such corporations being hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of such Corporations and their respective shareholders that the Disappearing Corporations merge with and into FFMC, with FFMC the surviving corporation (the "Merger");

WHEREAS, the Boards of Directors of the Constituent Corporations have duly approved this Merger Agreement providing for the Merger as authorized by, as appropriate, the Florida Business Corporation Act (the "Florida Act") and the Delaware General Corporation Law (the "DGCL"); and

WHEREAS, South Florida is a wholly owned subsidiary of AHI Florida, AHI Florida is a wholly owned subsidiary of AHI Healthcare Systems, Inc., PFI is a wholly owned subsidiary of FPA Medical Management, Inc., Pharmacy is a wholly owned subsidiary of PFI and FFMC is a wholly owned subsidiary of PFI.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of such Merger and such other details and provisions as are deemed necessary or proper, the parties hereto have agreed and do hereby agree, subject to the conditions hereinafter set forth, as follows:

Article 1

THE CONSTITUENT CORPORATIONS

1.1 South Florida is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 1,000,000 common shares, of which 100,000 shares are issued and outstanding as of the date hereof.

1.2 AHI Florida is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 1,000,000 common shares, of which 100,000 shares are issued and outstanding as of the date hereof.

1.3 PFI is a corporation duly organized and existing under the laws of the State of Delaware, having an authorized capital of 100,000 common shares, all of which are issued and outstanding as of the date hereof.

1.4 Pharmacy is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 60 common shares, all of which are issued and outstanding as of the date hereof.

1.5 FFMC is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 100,000 common shares, of which 24,400 shares are issued and outstanding as of the date hereof, and 100,000 Series A Preferred shares, of which 78,000 shares are issued and outstanding as of the date hereof.

Article 2

TERMS AND CONDITIONS OF MERGER

2.1 The Merger shall become effective as of the date and time (the "Effective Time") that the Secretary of State of the State of Florida has accepted for filing in accordance with the provisions of the Florida Act duly executed articles of merger and the Secretary of State of the State of Delaware has accepted for filing in accordance with the provisions of the DGCL a duly executed copy of this Merger Agreement.

2.2 At the Effective Time:

(a) The Disappearing Corporations shall be merged with and into FFMC, and FFMC shall be and is designated herein as the "Surviving Corporation."

(b) The separate corporate existence of the Disappearing Corporation shall cease and the Surviving Corporation shall thereafter cause to be filed in the jurisdictions of incorporation and other jurisdictions in which the Disappearing Corporations are qualified to do business such documents and instruments as are necessary or desirable to evidence such fact.

(c) The separate corporate existence of FFMC, with all of its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, whether public or private in nature, of the Disappearing Corporations and be subject to all the restrictions,

disabilities and duties of the Disappearing Corporations; and all and singular, the rights, privileges, powers and franchises of each Disappearing Corporation, and all property, real, personal and mixed, and all debts due to each Disappearing Corporation on whatever account, as well as all other things in action of or belonging to any Disappearing Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter effectively property of the Surviving Corporation to the same extent they were property of the Disappearing Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida, in the Disappearing Corporations, shall not revert or be in any way impaired by reason of the Act; but all rights of creditors and all liens upon any property of the Disappearing Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

2.3 If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation (or any successor or assign thereof) the title to any property of any Disappearing Corporation acquired or to be acquired by or as a result of the Merger, the officers or any of them and directors of such Disappearing Corporation shall execute and deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the Merger and terms of this Merger Agreement.

Article 3

TREATMENT OF THE SHARES OF THE DISAPPEARING CORPORATIONS

3.1 The issued and outstanding capital shares of the Disappearing Corporations shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but each such capital share which is issued and outstanding as of the Effective Time shall be surrendered and extinguished.

Article 4

CONDITIONS OF CLOSING

4.1 The consummation of the Merger is subject to the approval of the principal terms of this Merger Agreement and the Merger contemplated hereby by the shareholders of each Constituent Association.

Article 5
GENERAL

5.1 At any time prior to the Effective Time, this Merger Agreement may be terminated by written instrument signed by the parties hereto.

5.2 For the convenience of the parties, any number of counterparts of this Merger Agreement may be executed, and each such counterpart shall be deemed to be an original instrument and all such counterparts together shall be considered one instrument.

5.3 This Merger Agreement cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

5.4 This Merger Agreement shall be binding upon the parties hereto and upon their respective successors and assigns.

5.5 This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to the conflicts of laws principles thereof.

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

Family First Medical Centers, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary

AHI Florida Healthcare Systems, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President,
General Counsel and Secretary

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By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary

FPA Family Pharmacy, Inc.

By: James A. Lebovitz
James A. Lebovitz, Senior Vice President
and Secretary