

Document Number Only

V41062

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

100002266151--5  
-08/13/97--01089--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

RA  
change

Sterling Healthcare Group, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Amendment
- Dissolution/Withdrawal
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- Mark
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TALLAHASSEE, FL  
DIVISION OF CORPORATION

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Availability	8/13/97
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W.P. Verifier	DJK

AUG 13 1997

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DIVISION OF CORPORATION  
RECORDED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: STERLING HEALTHCARE GROUP, INC.

1b. Date of incorporation June 4, 1992 Document number V41062

2. The name and address of the current registered agent and office:  
The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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TALLAHASSEE, FLORIDA  
STATE

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James A. Lebovitz  
SIGNATURE  
August 6, 1997  
DATE

James A. Lebovitz, Vice President and Assistant Secretary  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: M. Fitzpatrick  
(Registered Agent)  
DATE August 12, 1997  
M. Fitzpatrick, Asst. Sec.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

Document Number Only

V41062

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

*Sterling Physician Services of America, Inc. (FL) and  
Sterling Mednet Administrative Services, Inc. (TX)  
merging with & into:  
Sterling Healthcare Group, Inc. (FL)*

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\*\*\*\*105.00 \*\*\*\*105.00

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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8/6  
*John Merger*

DIVISION OF CORPORATION

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V41062

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

STERLING PHYSICIAN SERVICES OF AMERICA, INC., a Florida corporation,  
P94000081722

STERLING MEDNET ADMINISTRATIVE SERVICES, INC., a Texas corporation,  
not qualified in Florida

INTO

**STERLING HEALTHCARE GROUP, INC., a Florida corporation, V41062.**

File date: August 6, 1997

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER  
OF  
STERLING PHYSICIAN SERVICES OF AMERICA, INC.  
STERLING HEALTHCARE GROUP, INC.**  
Florida corporations  
**AND**  
**STERLING MEDNET ADMINISTRATIVE SERVICES, INC.,**  
a Texas corporation

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

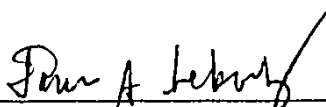
Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following articles of merger as of August 1, 1997, for the purpose of effecting a merger in accordance with the applicable provisions of the Act.

1. An Agreement and Plan of Merger (the "Merger Agreement") by and among Sterling Physician Services of America, Inc., a Florida corporation ("Sterling Physician"), Sterling Mednet Administrative Services, Inc., a Texas corporation ("Sterling Mednet" together with Sterling Physician, the "Disappearing Corporations") and Sterling Healthcare Group, Inc., a Florida corporation ("Sterling Healthcare"), dated as of August 1, 1997, provides for the merger (the "Merger") of the Disappearing Corporations with and into Sterling Healthcare, with Sterling Healthcare surviving the Merger, all as set forth more particularly in the Merger Agreement attached hereto.

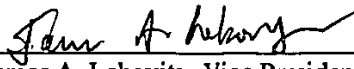
2. The effective date and time of the Merger shall be the date and time these articles of merger together with the documents or instruments required to be filed in the jurisdiction of incorporation of the constituent corporation that is not a Florida corporation are accepted for filing in accordance with the provisions of the Act and in accordance with the provisions of the applicable statutes of such other jurisdiction.

3. The Boards of Directors and the shareholders of each of the Disappearing Corporations and of Sterling Healthcare adopted the Merger Agreement on August 4, 1997.

Sterling Physician Services of America, Inc.  
Sterling Mednet Administrative Services, Inc.

  
\_\_\_\_\_  
James A. Lebovitz, Vice President and  
Secretary

Sterling Healthcare Group, Inc.

  
James A. Lebovitz, Vice President and  
Assistant Secretary

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 1, 1997, is made and entered into by and among Sterling Physician Services of America, Inc., a Florida corporation ("Physician"), Sterling Mednet Administrative Services, Inc., a Texas corporation ("Mednet" and together with Physician, the "Disappearing Corporations"), and Sterling Healthcare Group, Inc. ("Healthcare"), a Florida corporation (individually, a "Corporation" and collectively, the "Corporations").

### WITNESSETH:

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

WHEREAS, the respective Boards of Directors of the Corporations have duly approved the Merger Agreement providing for the Merger as authorized by the Florida Business Corporation Act ("FBCA") and the Texas Business Corporation Act ("TBCA"); and

WHEREAS, Physician and Mednet are wholly owned subsidiaries of Healthcare and Healthcare is a wholly owned subsidiary of FPA Medical Management, Inc.

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 Corporations

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

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

1.3 Healthcare is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital of 100,000,000 common and 100,000,000 preferred shares, of which 1,000 common 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 and the Secretary of State of the State of Texas have accepted for filing the properly executed Articles of Merger of the Corporations and have issued a certificate of merger.

2.3 At the Effective Time:

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

(b) The separate corporate existence of the Disappearing Corporations 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 Healthcare, 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, power 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 of the Disappearing Corporations, and all property, real, personal and mixed, and all debts due to each of the Disappearing Corporations on whatever account, as well as all other things in action of or belonging to any of the Disappearing Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter effectually 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 and the State of Texas, in the Disappearing Corporations, shall not revert or be in any way impaired by reason of the FBCA or the TBCA; 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 thence forth 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 any 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 the Merger Agreement.

**Article 3**  
**Treatment of the Shares of the 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 the Merger Agreement and the Merger contemplated hereby by the shareholders of each Corporation.

**Article 5**  
**General**

5.1 At any time prior to the Effective Time, the 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 the 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.

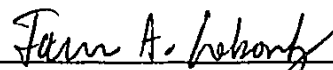
5.3 The Merger Agreement cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

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

5.5 The 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.

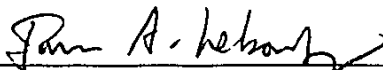
IN WITNESS WHEREOF, each corporation has caused the Merger Agreement to be executed, all as of the date first above written.

Sterling Physician Services of America, Inc.  
Sterling Mednet Administrative Services, Inc.



James A. Lebovitz, Vice President and  
Secretary

Sterling Healthcare Group, Inc.



James A. Lebovitz, Vice President and  
and Assistant Secretary

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