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TALLAHASSEE, FLORIDA

Roberts JAN 05 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Family Physicians of Winter Park, P.A.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Nora H. Miller, Esq.

Contact Person

Railey & Harding, P.A.

Firm/Company

15 N. Eola Drive

Address

Orlando, Florida 32801

City/State and Zip Code

nmiller@raileyharding.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nora Miller

Name of Contact Person

At (407)

648-9119

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-31-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
(PROFIT CORPORATION)**

The following Articles of Merger are submitted in accordance with Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
Family Physicians of Winter Park, P.A.	Florida	V58206

SECOND: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Family Medicine Associates of Central Florida, P.A.	Florida	P94000001197
Family Medicine Associates of Metrowest, P.A.	Florida	P94000001199
Rosemont Family Medical Center, P.A.	Florida	P93000004935
Family Physicians of Hunters Creek, P.A.	Florida	P94000001202

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the later of: a) the date the Articles of Merger are filed with the Florida Department of State, OR b) at 11:59 P.M. on December 31, 2009

FIFTH: Adoption of Merger by surviving corporation – (Complete only one statement)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____, 2009.

SIXTH: Adoption of Merger by merging corporations – (Complete only one statement)

The Plan of Merger was adopted by the shareholders of the merging corporations on December 28, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporations on _____, 2009.

SEVENTH: Signatures for each corporation:

Name	Signature of an Officer or Director	Printed Name and Title
Family Physicians of Winter Park, P.A.	Indrajit Vyas	Indrajit Vyas, President
Family Medicine Associates of Central Florida, P.A.	Indrajit Vyas	Indrajit Vyas, President
Family Medicine Associates of Metrowest, P.A.	Indrajit Vyas	Indrajit Vyas, President
Rosemont Family Medical Center, P.A.	Indrajit Vyas	Indrajit Vyas, President
Family Physicians of Hunters Creek, P.A.	Indrajit Vyas	Indrajit Vyas, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
Family Physicians of Winter Park, P.A.	Florida	V58206

SECOND: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Family Medicine Associates of Central Florida, P.A.	Florida	P94000001197
Family Medicine Associates of Metrowest, P.A.	Florida	P94000001199
Rosemont Family Medical Center, P.A.	Florida	P93000004935
Family Physicians of Hunters Creek, P.A.	Florida	P94000001202

THIRD: The terms and conditions of the merger are as follows:

Persons who are officers of the surviving party on the Effective Date shall be and remain and continue to be officers of the surviving party; such officers shall hold office until their respective successors are elected or appointed in the manner provided in the by-laws of the surviving party.

The separate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of the surviving entity shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence and purposes of Family Medicine Associates of Central Florida, P.A., Family Medicine Associates of Metrowest, P.A., Rosemont Family Medical Center, P.A., and Family Physicians of Hunters Creek, P.A. shall be continued in and merged into the surviving entity and the surviving entity shall be fully vested therewith.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, each stock certificate in Family Physicians of Winter Park, P.A. shall remain unaffected by the merger.

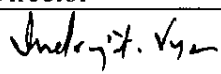
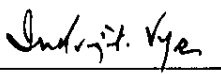
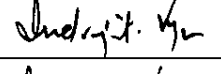
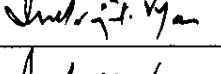
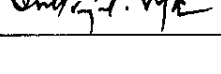
On the effective date of the merger, each stock certificate in Family Medicine Associates of Central Florida, P.A., issued and outstanding immediately prior to the effective date (other than membership interests previously cancelled or not yet issued), by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and extinguished without conversion thereof.

On the effective date of the merger, each stock certificate in Family Medicine Associates of Metrowest, P.A., issued and outstanding immediately prior to the effective date (other than membership interests previously cancelled or not yet issued), by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and extinguished without conversion thereof.

On the effective date of the merger, each stock certificate in Rosemont Family Medical Center, P.A. issued and outstanding immediately prior to the effective date (other than membership interests previously cancelled or not yet issued), by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and extinguished without conversion thereof.

On the effective date of the merger, each stock certificate in Family Physicians of Hunters Creek, P.A., issued and outstanding immediately prior to the effective date (other than membership interests previously cancelled or not yet issued), by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and extinguished without conversion thereof.

FIFTH: Signatures for each corporation:

Name	Signature of an Officer or Director	Printed Name and Title
Family Physicians of Winter Park, P.A.		Indrajit Vyas, President
Family Medicine Associates of Central Florida, P.A.		Indrajit Vyas, President
Family Medicine Associates of Metrowest, P.A.		Indrajit Vyas, President
Rosemont Family Medical Center, P.A.		Indrajit Vyas, President
Family Physicians of Hunters Creek, P.A.		Indrajit Vyas, President