

L33925

Florida Department of State
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MERGER OR SHARE EXCHANGE

Phyamerica Physician Services of Broward County, LLC

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7-2-04

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. PhyAmerica Physician Services of Broward County, Inc.	Florida	Corporation
1600 S. Federal Highway		
Suite 500		
Pompano Beach, FL 33602		
Florida Document/Registration Number: <u>L33925</u>		FEI Number: <u>561672170</u>
2. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
3. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____

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(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>PhyAmerica Physician Services of Broward County, LLC</u>	<u>Delaware</u>	<u>Limited liability company</u>
<u>1600 S. Federal Highway</u>		
<u>Suite 300</u>		
<u>Pompano Beach, FL 33062</u>		
<u>Florida Document/Registration Number:</u>	<u>FBI Number:</u>	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

NA

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

PhyAmerica Physician Services
of Broward County, Inc.

Signature(s)

CIRCA, CRO

Typed or Printed Name of Individual

Charles R. Goldstein, Chief

**PhysAmerica Physical Services
of Broward County, LLC**

DIRA CR

Charles R. Goldstein, CLO

(Attach additional sheet(s) if necessary)

PLD31-121575 L 7 Thomas Square

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PhyAmerica Physician Services of Broward County, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PhyAmerica Physician Services of Broward County, LLC	Delaware

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

PhyAmerica Physician Services of Broward County, Inc. is a wholly-owned subsidiary of CPS/PhyAmerica Physician Services, Inc. PhyAmerica Physician Services of Broward County, LLC is a wholly-owned subsidiary of CPS/PhyAmerica Physician Services, Inc. For good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, PhyAmerica Physician Services of Broward County, Inc. is being merged into PhyAmerica Physician Services of Broward County, LLC, on a one share-for-one limited liability company membership unit basis.

(Attach additional sheet(s) if necessary)

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FOURTH:

- A. 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:

Each share of capital stock of the merged party issued and outstanding immediately prior to the effective time of the merger shall be converted into one limited liability company membership unit in the surviving entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A - no rights to acquire interests, shares, obligations or other securities of the merged party are outstanding.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

CPS/PhyAmerica Physician Services, Inc.
 Attn: Tax Department
 P.O. Box 15309
 Durham, NC 27704

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

This merger has been approved by each Delaware limited liability company which is to merge by the members who own more than 50 percent of the Delaware limited liability company owned by all of the members (as required by 6 Del. C., Section 18-209(b)).

The Delaware limited liability company has filed a certificate of merger executed by one or more authorized persons on behalf of the limited liability company in the office of the Delaware Secretary of State (as required by 6 Del. C., Section 18-209(e)).

The name and jurisdiction of each of the entities which are to merge are PhyAmerica Physician Services of Broward County, Inc. (Florida corporation), and PhyAmerica Physician Services of Broward County, LLC (Delaware LLC).

An agreement of merger has been approved and executed by each of the Delaware limited liability company and the Florida corporation that are to merge.

The name of the surviving limited liability company will be PhyAmerica Physician Services of Broward County, LLC, a Delaware limited liability company.

EIGHTH: Other provisions, if any, relating to the merger:

The merger will become effective upon the filing of this certificate of merger.

A copy of the agreement of merger is on file at the place of business of the surviving limited liability company which is located at 1600 S. Federal Highway, Suite 100, Pompano Beach, Florida 33062.

A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any Delaware limited liability company or any person holding an interest in any other business that is to merge.

(Attach additional sheet(s) if necessary)

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