

CONTACT:

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UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

526250

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

- 1 Roger Path & Associates, M.D., Inc  
(Corporation Name) (Document #)
- 2 \_\_\_\_\_  
(Corporation Name) (Document #)
- 3 \_\_\_\_\_  
(Corporation Name) (Document #)
- 4 \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 JAN 28 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Walk In

Pick Up Time

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Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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 checked="" 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 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

N. HENDRICKS JAN 29 1997

HOLD FOR  
PICKUP BY  
UCC SERVICES

Examiner's Initials

**STATE OF FLORIDA**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**

**ROGER RATH & ASSOCIATES, M.D., INC.**

**FILED**  
97 JAN 28 11 10 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Roger Rath & Associates, M.D., Inc., are hereby amended and restated in their entirety to read as follows:

**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is PRG Florida XIII, Inc.

**SECOND:** The street address of the principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

**THIRD:** The number of shares the corporation is authorized to issue is One Thousand (1,000).

**FOURTH:** No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

**FIFTH:** To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

**SIXTH:** The street address of the registered office of the corporation is c/o NRAI Services, Inc. 526 E. Park Avenue, Tallahassee, Florida 32301 and the name of its registered agent at such

address is NRAI Services, Inc.

SEVENTH: The number of directors constituting the Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico  
c/o Physicians Resource Group, Inc.  
5430 LBJ Freeway, Suite 1540  
Dallas, Texas 75240

The undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of January, 1997. The date of adoption was 1/27/97 by the Sole Shareholder.

  
Richard J. D'Amico, Vice President

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.050.

Dated January 28, 1997.

NRAI Services, Inc.

By: 

Betty B. Young  
(Type Name of Officer)

Assistant Secretary  
(Title of Officer)

Roger Rath & Associates, M.D., Inc. hereby accepts NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, Florida 32301 as its registered agent.

EXECUTED, as of this 27th day of January, 1997.

Roger Rath & Associates, M.D, Inc.

  
By: Richard J. D'Amico, Vice President

**526250**

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**PRG RATH ACQ. CORP., a Florida corporation, document number  
P96000097200**

**INTO**

**ROGER RATH & ASSOCIATES, M.D., INC., a Florida corporation, 526250**

**File date: January 10, 1997**

**Corporate Specialist: Karen Gibson**

File: **526 250**  
 Requestor's Name **Cordner**

Address \_\_\_\_\_  
 City/State/Zip **222 600** Phone # \_\_\_\_\_

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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 TALLAHASSEE, FLORIDA

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
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<input type="checkbox"/>	Fictitious Name
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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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*1/10*

Examiner's Initials \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER  
OF  
FRG RATH ACQ. CORP.  
INTO  
ROGER RATH & ASSOCIATES, M.D., INC.**

Pursuant to Sections 607.1105 of the Florida Statutes, the undersigned corporations, **FRG RATH ACQ. CORP.**, a Florida corporation ("Target"), and **ROGER RATH & ASSOCIATES, M.D., INC.**, a Florida corporation ("Company"), do hereby adopt the following Articles of Merger for the purpose of merging Target with and into the Company:

**ARTICLE I  
Plan of Merger**

A Plan of Merger dated as of December 19, 1996 setting forth the terms and conditions of the merger of Target with and into the Company is attached hereto and incorporated herein by reference.

**ARTICLE II  
Adoption of Plan**

The aforesaid Plan of Merger was approved by the sole shareholder of Target on December 19, 1996 and by the sole shareholder of the Company on December 19, 1996.

**ARTICLE III  
Effective Date**


The Plan of Merger shall be effective upon the filing of these Articles of Merger.

**IN WITNESS WHEREOF**, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of this 19th day of December, 1996.

**FRG RATH ACQ. CORP.,**  
a Florida corporation

By: Richard G. D'Amico  
Name: Richard G. D'Amico  
Title: Vice President

**ROGER RATH & ASSOCIATES,  
M.D., INC.**

By:   
Roger Rath, M.D.,  
President



## **PLAN OF MERGER**

**THIS PLAN OF MERGER ("Plan")**, is entered into as of the 19th day of December, 1996, by and between **FRG RATH ACQ. CORP.**, a Florida corporation ("Target"), and **ROGER RATH & ASSOCIATES, M.D., INC.**, a Florida corporation ("Company").

### **WITNESSETH:**

**WHEREAS**, the Board of Directors of Target has determined that it is advisable and in the best interest of Target and its sole shareholder, and the Board of Directors of Company has determined that it is advisable and in the best interest of Company and its sole shareholder, that Target be merged with and into Company on the terms set forth herein; and

**WHEREAS**, the respective Boards of Directors of Target and Company, by resolutions duly adopted, have approved and adopted this Plan and directed that it be submitted to their respective shareholders for approval; and

**WHEREAS**, the sole shareholder of Target and the sole shareholder of the Company have approved this Plan.

**NOW, THEREFORE**, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Merger and Surviving Corporation.** At the Effective Date of the merger, Target shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Terms and Conditions of Merger.** The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Target shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Target, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger whereupon Target and the Surviving Corporation shall be and become one single corporation.

3. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Target in the form attached hereto as Exhibit "A" and incorporated herein by reference.

4. **Conversion of Company Common Stock.** The manner of converting shares of the Company and shares of Target in the Merger shall be as follows:

a. As a result of the Merger, and without any action on the part of the holder thereof, all shares of Company common stock issued and outstanding on the Effective Date shall cease to be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Company common stock shall thereafter cease to have any rights with respect to such shares of Company common stock, except the right to receive, without interest, 170.38 shares of common stock of Physicians Resource Group, Inc. for each share of common stock of the Company held of record by such shareholder.

b. Each share of Company common stock held in the Company's treasury, if any, on the Effective Date, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor and shall cease to exist.

c. On the Effective Date, each share of Target common stock issued and outstanding as of the Effective Date shall, by virtue of the Merger, be surrendered in exchange for one (1) share of validly issued, fully paid and nonassessable share of common stock of Surviving Corporation.

5. **Effective Date of Merger.** The "Effective Date" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes, all as of the day and year first above written.

ROGER RATH & ASSOCIATES, M.D., INC.  
a Florida corporation

By: *Roger Rath, M.D.*

Roger Rath, M.D., President

PRG RATH ACQ. CORP.  
a Florida corporation

By: *Richard J. D'Amico*

Name: Richard J. D'Amico

Its: Vice President

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a. As a result of the Merger, and without any action on the part of the holder thereof, all shares of Company common stock issued and outstanding on the Effective Date shall cease to be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Company common stock shall thereafter cease to have any rights with respect to such shares of Company common stock, except the right to receive, without interest, 170.38 shares of common stock of Physicians Resource Group, Inc. for each share of common stock of the Company held of record by such shareholder.

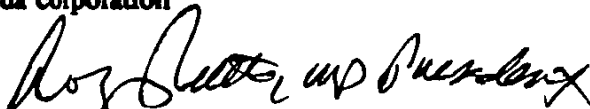
b. Each share of Company common stock held in the Company's treasury, if any, on the Effective Date, by virtue of the Merger, shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor and shall cease to exist.

c. On the Effective Date, each share of Target common stock issued and outstanding as of the Effective Date shall, by virtue of the Merger, be surrendered in exchange for one (1) share of validly issued, fully paid and nonassessable share of common stock of Surviving Corporation.

5. **Effective Date of Merger.** The "Effective Date" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes, all as of the day and year first above written.

**ROGER RATH & ASSOCIATES, M.D., INC.**  
a Florida corporation

By:   
Roger Rath, M.D., President

**PRG RATH ACQ. CORP.**  
a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**EXHIBIT A**

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**

**ROGER RATH & ASSOCIATES, M.D., INC.**

**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 is:

**ROGER RATH & ASSOCIATES, M.D., INC.**

**SECOND:** The street address of the principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

**THIRD:** The number of shares the corporation is authorized to issue is One Thousand (1,000).

**FOURTH:** No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

**FIFTH:** To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

**SIXTH:** The street address of the registered office of the corporation is 526 East Park Ave., Tallahassee, Florida 32301, and the name of its initial registered agent at such address is NRAI Services, Inc.

**SEVENTH:** The number of directors constituting the Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico  
c/o Physicians Resource Group, Inc.  
5430 LBJ Freeway, Suite 1540  
Dallas, Texas 75240

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.050.

NRAI Services, Inc.

By: Betty B. Young

Betty B. Young  
(Type Name of Officer)

Asst. Secretary  
(Title of Officer)