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MERGER OR SHARE EXCHANGE

Pediatric Medical Group of Florida, Inc.

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--|---------------------|--|
| <u>Pedatrix Medical Group of Florida, Inc.</u> | <u>Florida</u> | <u>673295</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------------|---------------------|--|
| <u>SNCA Acquisition Company, Inc.</u> | <u>Florida</u> | <u>P0000009924</u> |
| <u>BNA Acquisition Company, Inc.</u> | <u>Florida</u> | <u>P9900061383</u> |
| <u>NACF Acquisition Company, Inc.</u> | <u>Florida</u> | <u>P0100042200</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 12, 2008 and shareholder approval was not required.

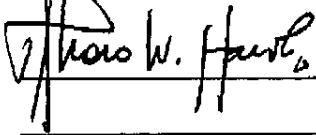
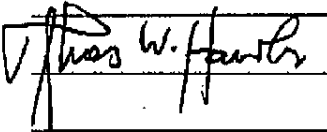
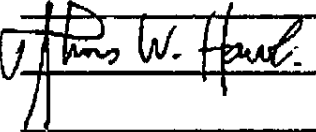
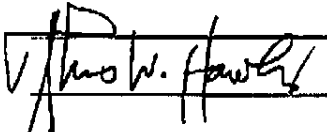
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 12, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|---|---|--|
| Pediatrx Medical Group of Florida, Inc. |  | Thomas W. Hawkins, Secretary |
| SNCA Acquisition Company, Inc. |  | Thomas W. Hawkins, Secretary |
| BNA Acquisition Company, Inc. |  | Thomas W. Hawkins, Secretary |
| NACF Acquisition Company, Inc. |  | Thomas W. Hawkins, Secretary |

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| <u>Pediatric Medical Group of Florida, Inc.</u> | <u>Florida</u> |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>SNCA Acquisition Company, Inc.</u> | <u>Florida</u> |
| <u>BNA Acquisition Company, Inc.</u> | <u>Florida</u> |
| <u>NACF Acquisition Company, Inc.</u> | <u>Florida</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), all shares of the capital stock of SNCA Acquisition Company, Inc., BNA Acquisition Company, Inc. and NACF Acquisition Company, Inc. that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange therefor. Each issued and outstanding share of stock of each of SNCA Acquisition Company, Inc., BNA Acquisition Company, Inc. and NACF Acquisition Company, Inc. shall continue to represent one fully paid and nonassessable share of stock of Pediatric Medical Group of Florida, Inc.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A