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Division of Corporations

: (850)617-6380 Fax Number

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

: (561)694-8107 Phone : (561)694-1639

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MERGER OR SHARE EXCHANGE

Pediatrix Medical Group of Florida, Inc.

Certificate of Status	0
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AR	RTICLES OF MEI		
The following articles of merger are supursuant to section 607.1105, Florida S	abmitted in accordance with t	<u>'C</u> S	FILED PR 2: 57
First: The name and jurisdiction of the	e <u>surviving</u> corporation:	ć	程 子 〇
Name	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)	2: 51 2: 51
Pediatrix Medical Group of Florida, Inc.	Florida	673295	- P
Second: The name and jurisdiction of	cach merging corporation:		
Name	Jurisdiction	Document Number (If known/applicable)	
Palm Beach Neo Acquisitions, Inc.	Florida	P98000030079	_
		· .	_
	_		-
			_
			
Third: The Plan of Merger is attached			- -
Fourth: The merger shall become effe Department of State.	ective on the date the Articles	s of Merger are filed with the Florid	a
OR / / (Enter a s than 90	pecific date. NOTE: An offective days after merger file date.)	date cannot be prior to the date of filing or	tnote
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the	ing corporation - (COMPLET shareholders of the survivin	E ONLY ONE STATEMENT) Ig corporation on	·
The Plan of Merger was adopted by the December 12, 2008. and shareh	e board of directors of the sur older approval was not requi	viving corporation on red.	- -
Sixth: Adoption of Merger by mergin The Plan of Merger was adopted by the	g corporation(s) (COMPLETE shareholders of the merging	CONLY ONE STATEMENT) COORDOTATION(S) ON	
The Plan of Merger was adopted by the		rging corporation(s) on	

(Attach additional sheets if necessary)

новобосттээв

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Pediatrix Medical Group of	Thomaw. Hawley	Thomas W. Hawkins, Secretary
Palm Beach Neo Acquisitions,	Thorn W. Haway	Thomas W. Hawkins, Secretary

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PLAN OF MERGER

(Non Subsidiaries)

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.

Name	<u>Jurisdiction</u>		
Pediatrix Medical Group of Florida, Inc.	Florida		
Second: The name and jurisdiction of each	n merging corporation:		
Name	Jurisdiction		
Palm Beach Neo Acquisitions, Inc.	Florida		
	· · · · · · · · · · · · · · · · · · ·		
	<u> </u>		

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

Upon filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), Palm Beach Neo Acquisitions, Inc. shall be merged with and into Pediatrix Medical Group of Florida, Inc. and the separate existence of Palm Beach Neo Acquisitions, Inc. shall cease, and Pediatrix Medical Group of Florida, Inc. shall continue as the surviving corporation in the merger under the laws of the State of Florida under the name Pediatrix Medical Group of Florida, Inc.

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

At the Effective Time, all shares of the capital stock of Palm Beach Neo Acquisitions, 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 therefore. Each issued and outstanding share of stock of Palm Beach Neo Acquisitions, Inc. shall continue to represent one fully paid and nonassessable share of stock of Pediatrix Medical Group of Florida, Inc.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A