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Contact Name: Kim Pullen, CLA (x261)

Corporation Name: Health Improvement, Inc.

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	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER	X	MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SANTAFE HEALTHCARE, INC., a Florida corporation 763005

INTO

HEALTH IMPROVEMENT, INC. which changed its name to

SANTAFE HEALTHCARE, INC., a Florida entity, 768533

File date: November 1, 2002

Corporate Specialist: Annette Ramsey

Articles of Merger

Of

SantaFe HealthCare, Inc.

Into

Health Improvement, Inc.

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TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Florida Statute 617.1105, hereby execute the following Articles of Merger:

1. The names of the Corporations, which are parties to the merger, are SantaFe HealthCare, Inc., a Florida not for profit corporation, and Health Improvement, Inc., a Florida not for profit corporation. Health Improvement, Inc., a Florida not for profit corporation, is designated the surviving corporation.

2. The plan of merger (the "Plan") is attached to these Articles of Merger as Exhibit A.

3. Neither corporation has members entitled to vote on the merger.

4. The Plan was adopted by the board of directors of SantaFe HealthCare, Inc., a Florida not for profit corporation, on October 4, 2002. There were 9 directors then in office, 7 directors present, and 7 directors voted in favor of the merger.

5. The Plan was adopted by the board of directors of Health Improvement, Inc., a Florida not for profit corporation, on October 26, 2002. There were 9 directors then in office, 8 directors present, and 8 directors voted in favor of the merger.

In Witness Whereof, each of the undersigned has caused these Articles of Merger to be executed in its name by its Assistant Secretary and President on this 31 day of October 2002.

SantaFe HealthCare, Inc.

By: Les Rankin

Les Rankin
Assistant Secretary

Health Improvement, Inc.

By: RC Hudson

Robert C. Hudson
President & CEO

<u>EXHIBIT A</u>

PLAN OF MERGER

PLAN OF MERGER OF
SANTAFE HEALTHCARE, INC.
INTO
HEALTH IMPROVEMENT, INC.

Pursuant to the provisions of the Florida Not-for-Profit Corporation Act, the domestic corporations described below adopt the following Plan of Merger:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") are SantaFe HealthCare, Inc., a Florida not-for-profit corporation (**"SFHC"**) and Health Improvement, Inc., a Florida not-for-profit corporation (**"HII"**).

SECOND: The name of the corporation into which the Constituent Corporations propose to merge, which is hereinafter designated as the "Surviving Corporation," is Health Improvement, Inc., a Florida not-for-profit corporation.

THIRD: The Articles of Incorporation of HII shall be amended to change the name of the Surviving Corporation to "SantaFe HealthCare, Inc." and in the other respects set forth below.

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

1) **Merging Corporations**. SFHC shall merge, as of the Effective Date referenced below, with and into HII with HII being the surviving corporation (the "**Merger**").

2) **Merger Effective Date**. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State (the "**Effective Date**").

3) **Articles of Incorporation and Bylaws**. As of the Effective Date, (i) the Articles of Incorporation of HII shall be amended as set forth in Exhibit A and shall be the Articles of Incorporation of the Surviving Corporation, and (ii) the Bylaws of HII shall be amended in the form approved by the Board of Directors of HII and shall be the Bylaws of the Surviving Corporation.

4) **Directors and Officers**. As of the Effective Date, (i) the directors of HII then in office shall be the Board of Directors of the Surviving Corporation, and (ii) the officers of the Surviving Corporation shall be as follows: R.R. Goode, Chairman; Scottie Butler, Vice Chairman/Treasurer; J.DeFord, M.D., Secretary.

5) **Terms and Conditions of Merger**.

a) As of the Effective Date, the separate corporate existence of SFHC shall cease, as it shall have merged into HII.

b) As of the Effective Date, title to all real estate and other property, or any interest therein, owned by either SFHC or HII immediately prior to the Effective Date shall be vested in HII, as the surviving corporation, without any reversion or impairment.

c) As of the Effective Date, HII, as the surviving corporation, shall be responsible for all of the liabilities and obligations of the Constituent Corporations.

d) Any claim existing or action or proceeding pending by or against either Constituent Corporation may be continued as if the Merger did not occur, or HII, as the surviving corporation in the Merger, may be substituted in such proceeding in the place of SFHC.

e) Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

6) **Amendment.** This Plan of Merger may be amended at any time prior to the filing of the Articles of Merger with the Florida Secretary of State by resolutions duly adopted by the Boards of Directors of both HII and SFHC, consistent with the provisions of the Florida Not-for-Profit Corporation Act

7) **Abandonment.** After this Plan is adopted, at any time prior to the filing of the Articles of Merger, the planned Merger may be abandoned (subject to any contractual rights) by a resolution duly adopted by the Board of Directors of either SFHC or HII.

FIFTH: HII, the surviving corporation, has no members. SFHC has one class of members with the right to vote only for directors. As of the Effective Date, members of SFHC shall not be members of HII and shall cease to be members of either Constituent Corporation.

SIXTH: Approval of the plan of merger by SFHC's members is not required.

AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
HEALTH IMPROVEMENT, INC.

1. **Article I is amended to read as follows:**

   The name of the corporation is SantaFe HealthCare, Inc.

2. **Article II, Section (d) is amended to read as follows:**

   (d) To support the activities and functions of North Central Florida Hospice, Inc., North Florida Retirement Village, Inc., the University of Florida, and AvMed, Inc. which further charitable purposes.

3. **Article VII is amended to read as follows:**

   The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed. All officers shall be elected or appointed as provided in the Bylaws.

4. **Article VIII is amended to read as follows:**

   Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to an organization which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code for the same or similar purpose as this Corporation or to a political subdivision of the State of Florida, for a public purpose, and none of the assets will be distributed to any officer or director of the Corporation.