

# FOI000003617



ACCOUNT NO. : 072100000032

REFERENCE : 283343 4334907

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 245.00

EFFECTIVE DATE  
11/8/01

FILED  
01 NOV - 1 AM 10:13  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : November 1, 2001

ORDER TIME : 3:23 PM

ORDER NO. : 283343-010

CUSTOMER NO: 4334907

200004663382--0

CUSTOMER: Ms. Dora Blackwood  
Hca The Healthcare Company  
Po Box 750  
One Park Plaza  
Nashville, TN 37203

## ARTICLES OF MERGER

DAYTONA PHYSICIAN PRACTICES,  
LTD. ...ET AL

INTO

HEALTH SERVICES MERGER, INC.

RECEIVED  
01 NOV - 1 PM 3:53  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: **BK**

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133  
EXAMINER'S INITIALS:                     

*CORRESPONDENCE*

*701900059843*

*1*

*8/2/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DAYTONA PHYSICIAN PRACTICES, LTD. (A97000001224), A FLA. L.P.

MEDIVISION PROPERTIES OF HILLSBOROUGH COUNTY LIMITED  
PARTNERSHIP (A23313), A FLA. L.P.

STUART OUTPATIENT SURGERY CENTER, LTD. (A95000000032), A FLA.  
L.P.

into

**HEALTH SERVICES MERGER, INC.**, a Delaware entity F01000003617

File date: November 1, 2001 , effective November 8, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 245.00

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF MERGER  
FLORIDA**

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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 of the **Terminated Companies** are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Daytona Physician Practices, Ltd. 1700 S. 23rd Street Fort Pierce, FL 34954-0188 Florida Document/Registration Number: <u>A97000001224</u>	Florida	limited partnership FEI Number: <u>621694194</u>
2. Doctors' Special Surgery Center of Jacksonville, Ltd. One Park Plaza Nashville, TN 37203 Florida Document/Registration Number: <u>A28926</u>	Florida	limited partnership FEI Number: <u>621600404</u>
3. Medivision Properties of Hillsborough County Limited Partnership One Park Plaza Nashville, TN 37203 Florida Document/Registration Number: <u>A23313</u>	Florida	limited partnership FEI Number: <u>592928922</u>
4. Stuart Outpatient Surgery Center, Ltd. One Park Plaza Nashville, TN 37203 Florida Document/Registration Number: <u>A95000000032</u>	Florida	limited partnership FEI Number: <u>611274441</u>

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Health Services Merger, Inc. One Park Plaza	Delaware	Corporation

Nashville, TN 37203

Florida Document/Registration Number: F01000003617

FEI Number: 621837745

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THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The Surviving Corporation 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 partners of each domestic limited partnership that is a party to the merger.

SIXTH: The Surviving Corporation agrees to pay the dissenting partners of each domestic limited partnership 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: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to the merger.

EIGHTH: The merger shall become effective as of <sup>November 8</sup>~~October 31~~, 2001.

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

TENTH: Signature(s) for Each Party:

DAYTONA PHYSICIAN PRACTICES, LTD., a  
Florida limited partnership

By: Central Florida Division Practice, Inc., its  
general partner

By:

  
R. Milton Johnson, Vice President

DOCTORS' SPECIAL SURGERY CENTER OF JACKSONVILLE, LTD., a Florida limited partnership

By: Memorial Healthcare Group, Inc., its general partner

By: R. Milton Johnson  
R. Milton Johnson, Vice President

By: MHS Partnership Holding JSC, Inc., its general partner

By: R. Milton Johnson  
R. Milton Johnson, Vice President

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MEDIVISION PROPERTIES OF HILLSBOROUGH COUNTY LIMITED PARTNERSHIP, a Florida limited partnership

By: Medivision of Tampa, Inc., its general partner

By: R. Milton Johnson  
R. Milton Johnson, Vice President

STUART OUTPATIENT SURGERY CENTER, LTD., a Florida limited partnership

By: Surgicare of Stuart, Inc., its general partner

By: R. Milton Johnson  
R. Milton Johnson, Vice President

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HEALTH SERVICES MERGER, INC.

By: John M. Franck II  
John M. Franck II, Vice President and Secretary

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER  
FLORIDA**

WHEREAS, HEALTH SERVICES MERGER, INC. ("**Surviving Corporation**") is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, DAYTONA PHYSICIAN PRACTICES, LTD., ~~DOCTORS' SPECIAL SURGERY CENTER OF JACKSONVILLE, LTD.~~, MEDIVISION PROPERTIES OF HILLSBOROUGH COUNTY LIMITED PARTNERSHIP, AND STUART OUTPATIENT SURGERY CENTER, LTD. (collectively, the "**Terminated Companies**") are limited partnerships duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of Surviving Corporation and the general partners of the Terminated Companies have determined that it is advisable that the Terminated Companies merge with and into Surviving Corporation upon the terms and conditions herein provided (the "**Merger**"); and

WHEREAS, the Board of Directors of Surviving Corporation and the partners of the Terminated Companies have approved a Master Agreement and Plan of Merger, dated as of October 30, 2001, between the Terminated Companies and Surviving Corporation;

NOW, THEREFORE, Surviving Corporation and the Terminated Companies hereby agree to merge into a single corporation as follows:

FIRST: The Terminated Companies shall submit this Plan of Merger to their respective partners for approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "**Florida Act**"), and Surviving Corporation shall submit the Plan of Merger to its shareholders for approval pursuant to the applicable provisions of the Delaware General Corporation Act, as amended (the "**Delaware Act**").

SECOND: Following the approval of the Plan of Merger by the partners of the Terminated Companies and the shareholders of Surviving Corporation, and provided that this Plan of Merger has not been terminated by either Surviving Corporation or any of the Terminated Companies, Surviving Corporation will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and shall file documents required by applicable law with the Secretary of State of the State of Delaware.

THIRD: The Merger shall become effective at 11:59 p.m. on November 8, 2001, such time being hereinafter referred to as the "**Effective Time**."

FOURTH: The only outstanding ownership interests of the Terminated Companies are its respective partnership interests. The only outstanding stock of the Surviving Corporation is its common stock. Pursuant to and subject to the terms and conditions of this Plan of Merger, all

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partnership interests of the Terminated Companies issued and outstanding immediately prior to the Effective Date shall automatically be canceled and no interests shall be issued in exchange. Each share of common stock of Surviving Corporation shall remain outstanding as a share of common stock of the Surviving Corporation. At the Effective Time, partnership interests held by any dissenting partners or shares held by any dissenting shareholders shall be converted into the right to receive payment from Surviving Corporation with respect thereto in accordance with the Florida Act.

FIFTH: As of the Effective Time, the Terminated Companies shall be merged with and into Surviving Corporation on the terms and conditions hereinafter set forth as permitted by and in accordance with the Delaware Act and the Florida Act. Thereupon, the separate existence of the Terminated Companies shall cease, and Surviving Corporation, as the surviving company, shall continue to exist under and be governed by the Delaware Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Surviving Corporation and the Terminated Companies, and all real property or other property of Surviving Corporation or the Terminated Companies shall be vested in and be the property of Surviving Corporation without reversion or impairment; and all debts due to either Surviving Corporation or the Terminated Companies shall be vested in and be the property of Surviving Corporation; and all debts, liabilities and duties of Surviving Corporation or the Terminated Companies shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Certificate of Incorporation of Surviving Corporation in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Surviving Corporation, shall be the Certificate of Incorporation of the Surviving Corporation.

SEVENTH: The Bylaws of Surviving Corporation in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Surviving Corporation, shall be the Bylaws of the Surviving Corporation.

EIGHTH: Surviving Corporation and the Terminated Companies, by mutual consent of their partners and Boards of Directors respectively, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Terminated Companies or the partners of Surviving Corporation; provided, however, that no such amendment, modification or supplement shall affect the rights of the partners of the Terminated Companies or the shareholders of Surviving Corporation in a manner that is materially adverse to such partners or shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the partners of Terminated Companies and the shareholders of Surviving Corporation.

Date: October 30, 2001.

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