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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

October 20, 2004

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger Merging Tri-County Anesthesia Management, L.L.C. and
Tri-County Anesthesia, L.L.C. with and into Anesthesia Solutions of Central
Florida, L.L.C.

Gentlemen:

Enclosed is the original and one copy of the Articles of Merger pursuant to which Tri-County Anesthesia Management, L.L.C. and Tri-County Anesthesia, L.L.C. shall merge with and into Anesthesia Solutions of Central Florida, L.L.C., together with a check for \$55.00 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd

Enclosures

cc: Michael Binford, M.D.
Arturo Espinola, M.D.

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**ARTICLES OF MERGER OF
TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA
MANAGEMENT, L.L.C. WITH AND INTO
ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C.**

Pursuant to the provisions of Section 620.201 and 608.438 of the Florida Statutes, the undersigned do hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of a Florida limited liability company, whose address and principal office is TRI-COUNTY ANESTHESIA, L.L.C., a Florida limited liability company, whose address and principal office is 210 South Park Avenue, Suite 102, Sanford, Florida 32771, Seminole County and whose federal employer identification number is 52-2328490 and whose Florida Document/Registration Number is L01000010513, and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C., a Florida limited liability company, whose address and principal office is 210 South Park Avenue, Suite 102, Sanford, Florida 32771, Seminole County and whose federal employer identification number is 52-2334447 and whose Florida Document/Registration Number is L01000012409 with and into ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C., a Florida limited liability company, whose address and principal office is 210 South Park Avenue, Suite 102, Sanford, Florida 32771, Seminole County and whose federal employer identification number is 26-0006811 and whose Florida Document/Registration Number is L01000019662, with ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C., being the surviving entity, is set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved and adopted by all of the members and managing members of TRI-COUNTY ANESTHESIA, L.L.C., TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. and ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. in accordance with Florida Statutes Chapter 608 as of and whose Florida Document/Registration Number is L01000013927 and is permitted by the organizational agreements of TRI-COUNTY ANESTHESIA, L.L.C., TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. and ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C.

ARTICLE III - NO FOREIGN JURISDICTIONS

No entity that is organized under the law of another jurisdiction is a party to this merger.

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ARTICLE IV - DISSENTER'S RIGHTS

No person is entitled to dissenter's rights under Florida Statutes §608.4384.

ARTICLE V - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

DATED as of September 1, 2004.

ANESTHESIA SOLUTIONS OF CENTRAL
FLORIDA, L.L.C., by Tri-County Anesthesia;
L.L.C., its Managing Member, by Tri-County
Anesthesia Management, L.L.C., its Managing
Member

By: Arturo Espinola, M.D.
Arturo Espinola, M.D., Managing Member

By: Michael A. Binford
Michael A. Binford, M.D., Managing Member

TRI-COUNTY ANESTHESIA, L.L.C. by Tri-
County Anesthesia Management, L.L.C., its
Managing Member

By: Arturo Espinola, M.D.
Arturo Espinola, M.D., Managing Member

By: Michael A. Binford
Michael A. Binford, M.D., Managing Member

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TRI-COUNTY ANESTHESIA MANAGEMENT,
L.L.C., L.L.C.

By: Arturo Espinola, MD
Arturo Espinola, M.D., Managing Member

By: Michael A. Binford
Michael A. Binford, M.D., Managing Member

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**PLAN OF MERGER OF THE
TRI-COUNTY ANESTHESIA, L.L.C. AND
TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C.
WITH AND INTO
ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C.**

1. TRI-COUNTY ANESTHESIA, L.L.C., a Florida limited liability company, and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C., a Florida limited liability company, shall merge with and into ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. a Florida limited liability company, with ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. as the surviving entity.

2. Upon the consummation of the merger of TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. with and into ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C., the separate existence of TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. shall cease. ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C., as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. shall not be affected by the merger and upon the merger, ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. prior to the merger as provided §608.438 of the Florida Statutes. Further, as provided in §608.438 of the Florida Statutes, all rights of creditors and any person or persons dealing with TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. shall be preserved and remain unimpaired by the merger, all liens upon the properties of TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. shall henceforth attach to ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. and may be enforced against ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. to the same extent as if such obligations and duties has been incurred by ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C.. Additionally, any existing claim or action or proceeding pending by or against TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. or ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. may be continued as if the merger did not occur or ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. may be substituted in such proceedings for TRI-COUNTY ANESTHESIA, L.L.C. and TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C..

3. The members of TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. on the day prior to the effective date of this merger shall be the members of ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. following the merger.

4. The Articles of Organization of ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C..

5. ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. shall be managed by the following:

<u>Managing Member</u>	<u>Business Address</u>
Arturo Espinola, M.D.	210 South Park Avenue, Suite 102 Sanford, Florida 32771
Michael A. Binford, M.D.	210 South Park Avenue, Suite 102 Sanford, Florida 32771

6. The effective date of the merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

7. Neither TRI-COUNTY ANESTHESIA, L.L.C., TRI-COUNTY ANESTHESIA MANAGEMENT, L.L.C. nor ANESTHESIA SOLUTIONS OF CENTRAL FLORIDA, L.L.C. is subject the law of any jurisdiction other than the State of Florida.

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