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STATE OF FLORIDA
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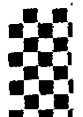
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
MEDICAL ASSOCIATES OF BREVARD, LLC

Certificate of Status	0
Certified Copy	1
Page Count	10
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FILED

ARTICLES OF MERGER
OF
MEDICAL ASSOCIATES OF BREVARD, INC.,
A FLORIDA CORPORATION

MAY 3 AM 2005
TALLAHASSEE, FLORIDA

INTO
MEDICAL ASSOCIATES OF BREVARD, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned entities, desiring to merge into a single entity in accordance with the applicable provisions of Section 607.1108 and Section 608.438, *Florida Statutes*, hereby subscribe to these Articles of Merger as follows:

ARTICLE 1

CONSTITUENT ENTITIES

The name, address, type, and jurisdiction of each constituent entity executing these Articles of Merger are:

<u>Name and Address</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Medical Associates of Brevard, Inc. 2200 West Eau Gallie Blvd., #200 Melbourne, Florida 32935	Corporation 996-15660	Florida
Medical Associates of Brevard, LLC 2200 West Eau Gallie Blvd., #200 Melbourne, Florida 32935	Limited Liability Company 204-54279	Florida

ARTICLE 2

SURVIVING ENTITY

Medical Associates of Brevard, LLC, a Florida limited liability company, shall be the surviving entity of this merger.

FILED

ARTICLE 3

20 MAY 3 A 10:21

ADOPTION OF PLAN

FILED
CLERK OF CIRCUIT COURT
JULY 11 2005
TALLAHASSEE FLORIDA

A plan of merger (the "Agreement and Plan of Merger") was adopted by each of Medical Associates of Brevard, Inc. and Medical Associates of Brevard, LLC. The completely executed Agreement and Plan of Merger is attached to these Articles of Merger as Exhibit A.

ARTICLE 4

OWNERSHIP APPROVAL

The Agreement and Plan of Merger was approved by Medical Associates of Brevard, LLC in accordance with the applicable provisions of Chapter 608, *Florida Statutes*, on the ~~27~~²⁸ day of April, 2005. The approval of the members of Medical Associates of Brevard, LLC was required for the adoption of the Agreement and Plan of Merger and the votes and/or written consents obtained in favor of the Agreement and Plan of Merger were sufficient for approval.

The Agreement and Plan of Merger was approved by Medical Associates of Brevard, LLC in accordance with applicable provisions of Chapter 607, *Florida Statutes* on the ~~27~~²⁸ day of April, 2005. The approval of the members of Medical Associates of Brevard, LLC was required for the adoption of the Agreement and Plan of Merger and the votes and/or written consents obtained in favor of the Agreement and Plan of Merger were sufficient for approval.

ARTICLE 5

EFFECTIVE DATE

These Articles of Merger shall become effective on June 1, 2005.

[Signature Page Follows]

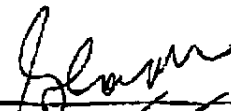
FILED

IN WITNESS WHEREOF, the undersigned have subscribed to these
Articles of Merger this 27th day of April, 2005.

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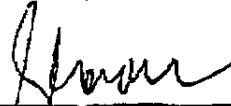
**MEDICAL ASSOCIATES OF
BREVARD, INC.,** a Florida corporation

STATE OF FLORIDA
COUNTY OF BREVARD

By: 
Gopal Gadodia, M.D., President

Date Signed: 4/27/05

**MEDICAL ASSOCIATES OF
BREVARD, LLC,**
a Florida limited liability company

By: 
Gopal Gadodia, M.D., President

Date Signed: 4/27/05

FILED

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

MAY 3 10:21

CITY OF STATE
FLORIDA

THIS AGREEMENT AND PLAN OF MERGER dated April 27, 2005 (for reference purposes) is entered into by and between MEDICAL ASSOCIATES OF BREVARD, INC., a Florida corporation, and MEDICAL ASSOCIATES OF BREVARD, LLC, a Florida limited liability company, as follows:

ARTICLE 1

CONSTITUENT ENTITIES

<u>Name and Address</u>	<u>Type of Entity</u>	<u>Jurisdiction of Organization and Governing Law</u>
Medical Associates of Brevard, Inc. 2200 W. Eau Gallie Blvd., #200 Melbourne, Florida 32935	Corporation	Florida
Medical Associates of Brevard, LLC 2200 W. Eau Gallie Blvd., #200 Melbourne, Florida 32935	Limited Liability Company	Florida

ARTICLE 2

SURVIVING ENTITY

Medical Associates of Brevard, LLC, a Florida limited liability company, shall be the surviving entity of this merger.

FILED

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FILED IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT IN AND FOR THE COUNTY OF BREVARD, FLORIDA

ARTICLE 3

TERMS AND CONDITIONS OF MERGER

A. Upon the effective date of the merger ("Effective Date"), Medical Associates of Brevard, Inc. and Medical Associates of Brevard, LLC shall become a single entity which shall be Medical Associates of Brevard, LLC, and the separate existence of the non-surviving entity shall cease except to the extent provided by the laws of the State of Florida for a corporation after its merger into another entity.

B. Title to all real estate and other property, or any interest therein, owned by Medical Associates of Brevard, Inc. shall be vested in Medical Associates of Brevard, LLC without reversion or impairment. Medical Associates of Brevard, LLC shall record a certified copy of the Articles of Merger in any county in which Medical Associates of Brevard, Inc. holds an interest in real property.

C. Medical Associates of Brevard, LLC shall thereafter be responsible and liable for all the liabilities and obligations of Medical Associates of Brevard, Inc., including liabilities arising out of the rights of dissenters with respect to this merger.

D. Any claim existing or action or proceeding pending by or against Medical Associates of Brevard, Inc. may be continued as if the merger did not occur or Medical Associates of Brevard, LLC may be substituted in the proceeding for Medical Associates of Brevard, Inc.

E. Neither the rights of creditors nor any liens upon the property of Medical Associates of Brevard, Inc. shall be impaired by the merger.

F. The shares of stock of Medical Associates of Brevard, Inc. shall be converted into membership units of Medical Associates of Brevard, LLC as provided in Article 5 below. Shareholders of Medical Associates of Brevard, Inc. shall be entitled only to those securities described in Article 5 below and to their rights as dissenters, if applicable.

G. The Articles of Organization of Medical Associates of Brevard, LLC as constituted immediately prior to the Effective Date shall continue to be the Articles of Organization of Medical Associates of Brevard, LLC.

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H. The Operating Agreement of Medical Associates of Brevard, LLC as constituted immediately prior to the Effective Date shall continue to be the Operating Agreement of Medical Associates of Brevard, LLC, in accordance with and subject to the provisions of its Articles of Organization and Operating Agreement.

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TALLAHASSEE, FLORIDA

I. The officers and managers of Medical Associates of Brevard, LLC as constituted immediately prior to the Effective Date shall continue to be the officers and managers of Medical Associates of Brevard, LLC, in accordance with and subject to the provisions of its Articles of Organization and Operating Agreement.

ARTICLE 4

FILING REQUIREMENTS

Medical Associates of Brevard, LLC shall cause Articles of Merger to be filed with the State of Florida which shall be executed by Medical Associates of Brevard, Inc. and Medical Associates of Brevard, LLC as required by law.

ARTICLE 5

MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

A. Medical Associates of Brevard, Inc. is authorized to issue a single class of capital stock. The shareholders of Medical Associates of Brevard, Inc. shall surrender their shares of common stock of Medical Associates of Brevard, Inc. and receive one (1) Voting Common Unit of Medical Associates of Brevard, LLC, as defined in the Operating Agreement of Medical Associates of Brevard, LLC for each share of said common stock.

B. Holders of the membership units of Medical Associates of Brevard, LLC shall receive no additional ownership interests in Medical Associates of Brevard, LLC as a result of the merger.

C. Upon consummation of the merger, all of the issued and outstanding shares of Medical Associates of Brevard, Inc. shall be retired and cancelled and all of the authorized and unissued shares of Medical Associates of Brevard, Inc., if any, shall be cancelled.

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CLERK OF THE
COURT, BREVARD COUNTY, FLORIDA

**ARTICLE 6
MANAGEMENT**

The management of Medical Associates of Brevard, LLC is vested in its managers, the names and business addresses of whom appear below:

Tamer S. Ahmed	2200 W. Eau Gallie Blvd., #202B Melbourne, Florida 32935
Shakti Bakshi	6550 Wickham Road, #2 Melbourne, Florida 32940
Parvesh Bansal	1400 Pine Street Melbourne, Florida 32901
Rajive Das	1071 Port Malabar Rd., #111 Palm Bay, Florida 32905
Rajesh Desai	2290 W. Eau Gallie Blvd., #100 Melbourne, Florida 32935
Nikhita Dhruv	2290 W. Eau Gallie Blvd., #100 Melbourne, Florida 32935
Shashin Desai	2200 W. Eau Gallie Blvd., #200 Melbourne, Florida 32935
Steven Eggen	5055 Babcock St., #2 Palm Bay, Florida 32905
Gopal Gadodia	2200 W. Eau Gallie Blvd., #200 Melbourne, Florida 32935
Esmat Gayed	1600 Eau Gallie Blvd., #104 Melbourne, Florida 32935
Mark Hanley	2200 W. Eau Gallie Blvd., #202B Melbourne, Florida 32935

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Aleksander Komar	2200 W. Eau Gallie Blvd., #202B Melbourne, Florida 32935	MAY 3 AM 21
Mark Ireland	1380 S. Patrick Drive Satellite Beach, Florida 32937	MELBOURNE, FLORIDA
James Kearney	580 N. Wickham Rd., Suite A Melbourne, Florida 32935	
Ming Lai	910 Malabar Road Palm Bay, Florida 32907	
Mark McTammany	2200 W. Eau Gallie Blvd., #202A Melbourne, Florida 32935	
Anthony Mazo- Mayorquin	2290 W. Eau Gallie Blvd., #200A Melbourne, Florida 32935	
Mark Minor	2290 W. Eau Gallie Blvd., #205 Melbourne, Florida 32935	
Poonam Mishra	401 N. Wickham Rd., Suite H Melbourne, Florida 32936	
Mark Pinsky	7640 N. Wickham Rd., #118 Melbourne, Florida 32940	
Mahesh Soni	1051 Port Malabar Rd., #9 Palm Bay, Florida 32905	
John Turse	1400 Pine Street Melbourne, Florida 32901	

ARTICLE 7

EFFECTIVE DATE

The merger shall become effective on June 1, 2005.

ARTICLE 8

FILED

ABANDONMENT

2005 MAY 3 A 10:21

The merger may be abandoned any time prior to filing of the Articles of Merger by either Medical Associates of Brevard, Inc. or Medical Associates of Brevard, LLC by delivery of written notice by the party seeking abandonment to the other party. The abandonment shall be approved in accordance with Chapter 608, *Florida Statutes*, as to Medical Associates of Brevard, LLC and pursuant to Chapter 607, *Florida Statutes*, as to Medical Associates of Brevard, Inc.

ARTICLE 9

AMENDMENT

This Agreement and Plan of Merger may be amended by the managers of Medical Associates of Brevard, LLC at any time prior to the filing of the Articles of Merger subject to the limitations set forth Section 607.1103(8), *Florida Statutes*.

This Agreement and Plan of Merger may be amended by the board of directors of Medical Associates of Brevard, Inc. at any time prior to the filing of the Articles of Merger, subject to the limitations set forth in Section 607.1103(8), *Florida Statutes*.

[Signature Page Follows]

FILED

**MEDICAL ASSOCIATES OF
BREVARD, INC., a Florida corporation**

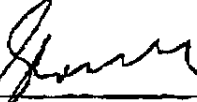
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By: 
Gopal Gadodia, M.D., President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date Signed: 4/27/05

**MEDICAL ASSOCIATES OF
BREVARD, LLC, a Florida limited liability
company**

By: 
Gopal Gadodia, M.D., President

Date Signed: 4/27/05