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**LAW OFFICES OF
KENNEDY & ASSOCIATES, P.L.**

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To Matters of Federal Tax Law

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March 23, 2005

**PERSONAL AND CONFIDENTIAL
VIA FEDERAL EXPRESS**

Secretary of State
Division of Corporations
Attn: Amendment Section
409 East Gaines Street (32301)
Tallahassee, FL 32314

EFFECTIVE DATE
4/1/05

**Re: Merger of Palm Beach Emergency Medicine Associates, Inc. Into Palm Beach
Emergency Medicine Associates, P.L.**

Dear Sir or Ma'am:

Enclosed please find the following submitted in order to accomplish the merger of Palm Beach Emergency Medicine Associates, Inc. (a Florida merging corporation) into Palm Beach Emergency Medicine Associates, P.L. (the Florida surviving limited liability company) **EFFECTIVE APRIL 1, 2005:**

1. Articles of Merger with attached Plan of Merger (one original and one copy enclosed) APRIL 1, 2005; and
2. Check #4093 in the amount of \$60.00, to cover the total fee for the merger for both corporations.

Please process the above submitted in connection with the merger and kindly acknowledge and return the enclosed copies in the provided self addressed stamped envelope, to evidence the filing.

RECEIVED
TALLAHASSEE
FLORIDA
MAR 24 2005
9

**ARTICLES OF MERGER
OF
PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC.
AND
PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L.**

704-29526
LOS-1955

The undersigned, desiring to merge a corporation into a limited liability company under and pursuant to Sections 607.1108 and 608.438 of the Statutes of the State of Florida, do hereby certify as follows:

1. *Name and jurisdiction.* The merging business entities are PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida and PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. a limited liability company organized and existing under the laws of the State of Florida.

2. *Plan of Merger.* A plan of Merger has been approved and executed by both of the merging entities.

3. *Surviving business entity.* The name of the surviving business entity shall be "PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L."

4. *Effective date.* The merger shall be effective upon the later of April 1, 2005 or the effective date of the filing of these Articles of Merger with the Florida Secretary of State.

5. *Place of business.* The Plan of Merger is on file at the principal place of business of the surviving entity, located at 5301 S. Congress Avenue, in the City of Atlantis, Palm Beach County, State of Florida.

6. *Copy of plan of merger.* A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any person holding an interest in either of the merging entities.

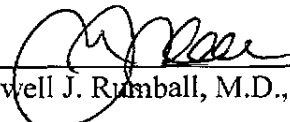
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

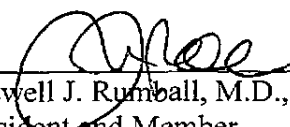
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IN WITNESS WHEREOF, we have hereunto subscribed our names on 22 day of
March, 2005.

PALM BEACH EMERGENCY
MEDICINE ASSOCIATES, INC.

By: 
Caswell J. Rumball, M.D., President

PALM BEACH EMERGENCY
MEDICINE ASSOCIATES, P.L.

By: 
Caswell J. Rumball, M.D.,
President and Member

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC.
(a Florida Corporation)
INTO
PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L.
(a Florida Limited Liability Company)

THIS PLAN OF MERGER is hereby adopted on 22 day of March, 2005, by PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC., a Florida corporation, and PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L., a Florida limited liability company, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC., and the Members of PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. deem it advisable that PALM BEACH EMERGENCY MEDICINE ASSOCIATES, INC. (the "Disappearing Corporation") be merged into PALM BEACH EMERGENCY ASSOCIATES, P.L. (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefor pursuant to §607.1108 and §608.438 of the statutes of the State of Florida.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Corporation shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be "PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L."

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Atlantis, County of Palm Beach.

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in the practice of medicine and to conduct those lawful activities that are authorized by Florida Statute Chapter 621.

5. *Interests in surviving entity.* The present number of shares which the Disappearing Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of \$1.00 par common stock, of which Seven Thousand Five Hundred (7,500) shares are now issued and outstanding.

The present number of ownership units which the Surviving Entity is authorized to have outstanding is eight thousand five hundred (8,500), all of which are identical units and each of

EFFECTIVE DATE

4/1/05

which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one thousand (1000) ownership and units outstanding.

6. *Name and resident agent.* Dana M. Santino, Esquire, 1675 Palm Beach Lakes Blvd., Suite 700, in the city of West Palm Beach, Palm Beach County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Corporation into ownership units of the Surviving Entity, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Entity during the period beginning on April 1, 2005, and ending on April 30, 2005. Upon surrender to the Surviving Entity of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable ownership units of the Surviving Entity, in the ratio of one (1) ownership unit of the Surviving Entity received for each such share of the Disappearing Corporation, being a total issue of three thousand seven hundred and fifty (3,750) ownership units of the Surviving Entity for the entire shares now issued and outstanding of the Disappearing Corporation; provided, however, that if any holder of shares of the Disappearing Corporation shall be entitled, pursuant to the preceding provisions of this sentence, to a fractional unit of the surviving Entity, then such fractional unit shall not be issued to such holder if such fraction is less than one-half (1/2), and if such fractional unit is one-half (1/2) or more, such holder shall be entitled to one whole unit in lieu of such fractional unit.

8. *Reporting of assets at book value in accounts of surviving entity; polling of interests.* The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changed or amendments to the Surviving Entity's Articles of Organization as a result of the Plan of Merger.

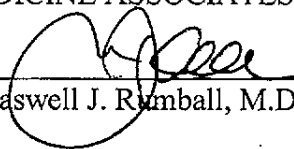
10. *Operating agreement.* The Operating Agreement of PALM BEACH EMERGENCY MEDICINE ASSOCIATES, P.L. shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This plan shall become effective on the later of: (A) April 1, 2005; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

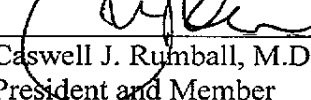
12. *Right to abandon merger.* The Board of Directors of the Disappearing Corporation and the Members of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Board of Directors and shareholders of the Disappearing Corporation and by the Members of the Surviving Entity.

PALM BEACH EMERGENCY
MEDICINE ASSOCIATES, INC.

By: 
Caswell J. Rumball, M.D., President

PALM BEACH EMERGENCY
MEDICINE ASSOCIATES, P.L.

By: 
Caswell J. Rumball, M.D.,
President and Member

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA