P02000097027

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12/14/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: USP Destin, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jenetha Moran
Contact Person

USP Destin, Inc.
Firm/Company

15305 Dallas Pkwy, #1600
Address

Addison, TX 75001
City/State and Zip Code

jmoran@uspi.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jenetha Moran At (972) 763-3893
Name of Contact Person — Area Code & Daytime Telephone Number

2009 DEC 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
USP Destin, Inc.	Florida	P02000097027

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
USP Sarasota, Inc.	Florida	P01000094186

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 11 / 30 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on ____________.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 11/30/2009 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on ____________.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11/30/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
USP Destin, Inc.	Jenetha Moran	Jenetha Moran - Assistant Secretary
USP Sarasota, Inc.	Jenetha Moran	Jenetha Moran - Assistant Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction
USP Destin, Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
USP Sarasota, Inc.	Florida

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

USP Sarasota, Inc., a Florida corporation, and USP Destin, Inc., a Florida corporation, agree that said USP Sarasota, Inc., shall be merged into said USP Destin, Inc., the surviving corporation.

The Articles of merger were duly approved by the shareholders holding 100% of the outstanding stock of each corporation on November 30, 2009.

The Articles of Merger were duly approved by the sole Director of each corporation on November 30, 2009.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
USP Domestic Holdings, Inc., a Delaware corporation, is the sole member and shareholder of both USP Sarasota, Inc. and USP Destin, Inc. Therefore, no conversion of shares is necessary.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
USP Domestic Holdings, Inc.	Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction
USP Sarasota, Inc.	Florida
USP Destin, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

USP DESTIN, INC.

WRITTEN CONSENT OF SOLE DIRECTOR

November 30, 2009

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The undersigned, being the sole Director of USP Destin, Inc., a Florida corporation (the "Corporation"), does hereby adopt the preamble and resolution hereinafter set forth as the action of the Board of Directors, with the same force and effect as if it had been duly adopted at a special meeting of the Board of Directors of the Corporation duly called and held for such purposes, and does hereby direct the Secretary of the Corporation to cause this Consent to be filed in the minute books of the Corporation:

Merger of USP Sarasota, Inc. into the Corporation:

WHEREAS, the Corporation wishes to merge USP Sarasota, Inc., into the Corporation by filing Certificates of Merger in Florida;

RESOLVED, that the Corporation, the survivor of the merger, hereby agrees to assume all the rights and obligations of USP Sarasota, Inc., once the merger documents are filed; and the form, terms and provisions of the merger are hereby approved and adopted in all respects.

IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation, has executed this Written Consent of Sole Director, effective as of the date and year first written above.

William H. Wilcox
Sole Director