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MERGER OR SHARE EXCHANGE

The Villages Operating Company

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STATE OF FLORIDA
ARTICLES OF MERGER OF A
FOREIGN LIMITED LIABILITY COMPANY INTO
A DOMESTIC CORPORATION

The following Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

First: The name of the entity being merged into the other is The Villages Medical Services, LLC, a Delaware limited liability company, with its principal office located at 1020 Lake Sumter Landing, The Villages, Florida 32162.

Second: The name of the surviving entity is The Villages Operating Company, a Florida corporation, with its principal office located at 1020 Lake Sumter Landing, The Villages, Florida 32162.

Third: The Plan of Merger is hereby attached as *Exhibit "A"*, and has been approved and executed by The Villages Medical Services, LLC, in accordance with the applicable provisions of Title 6, Section 18-209, Delaware Code, and The Villages Operating Company, in accordance with the applicable provisions of Chapter 607, Florida Statutes.

Fourth: This merger shall become effective as of the date the Articles of Merger are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 18 day of September, 2006.

THE VILLAGES MEDICAL SERVICES, LLC
a Delaware limited liability company

By: Terry R. Upton
Terry R. Upton, Manager

THE VILLAGES OPERATING COMPANY,
a Florida corporation

By: H. Gary Morse
Name: H. Gary Morse
Title: President

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SECRETARY OF STATE
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EXHIBIT "A"

PLAN OF MERGER
THE VILLAGES MEDICAL SERVICES, LLC, WITH AND INTO
THE VILLAGES OPERATING COMPANY

This Plan of Merger is dated the 18 day of September, 2006 by and between The Villages Medical Services, LLC, a Delaware limited liability company ("TVMS") and The Villages Operating Company, a Florida corporation ("VOC"), and was formed in accordance with the applicable provisions of Section 607.1108, Florida Statutes and Title 6, Section 18-209, Delaware Code.

First: Merging Entity: The name of the merging entity is The Villages Medical Services, LLC, a Delaware limited liability company.

Second: Surviving Entity: The name of the surviving entity is The Villages Operating Company, a Florida corporation.

Third: Terms and Conditions: The terms and conditions of the merger are as follows: VOC shall acquire one hundred percent (100%) of the membership interests of TVMS.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

THE VILLAGES MEDICAL SERVICES, LLC,
a Delaware limited liability company

By: Terry R. Upton
Terry R. Upton, Manager

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THE VILLAGES OPERATING COMPANY,
a Florida corporation

By: H. Gray Morse
Name: H. Gray Morse
Title: President

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Revised: July 27, 2006
Printed: August 28, 2006

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