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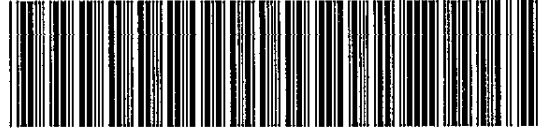
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ARTICLES OF MERGER
Merger Sheet

MERGING:

MERCY PHYSICIAN ORGANIZATION, INC., A FLORIDA ENTITY
(N96000004902)

INTO

MERCYHEALTH, INC., a Florida entity, P96000060186

File date: December 24, 2002, effective January 1, 2003

Corporate Specialist: Brenda Tadlock

Account number: 072100000032

Amount charged: 78.75



ACCOUNT NO. : 072100000032
 REFERENCE : 870877 7199649
 AUTHORIZATION :
 COST LIMIT : \$ 78,000 *Patricia Pizito*

ORDER DATE : December 24, 2002
 ORDER TIME : 12:59 PM
 ORDER NO. : 870877-005
 CUSTOMER NO: 7199649
 CUSTOMER: Ms. Olga Duque
 Hunton & Williams
 Suite 2500, Barclays Financial
 Center 1111 Brickell Ave
 Miami, FL 33131

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 02 DEC 24 9M 1907

EXPIRES DATE
 1/1/03

ARTICLES OF MERGER

MERCY PHYSICIAN ORGANIZATION,
 INC.

INTO

MERCYHEALTH, INC.

*F: 1/2
 1st*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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ARTICLES AND PLAN OF MERGER

OF

MERCY PHYSICIAN ORGANIZATION, INC. *NA6-4902*
(a Florida not-for-profit corporation)

AND

MERCYHEALTH, INC.
(a Florida for-profit corporation) *PA6-60186*

FILED DATE
11/103

The undersigned corporations hereby submit these Articles of Merger pursuant to Sections 607.1108, 607.1109, and 607.11101 Florida Statutes, and certify that:

1. In connection with a reorganization of MercyHealth, Mercy Physician Organization, Inc., which is a Florida not-for-profit corporation ("MPO") and the sole shareholder of MercyHealth, Inc., a Florida-for-profit corporation ("MercyHealth"), shall be merged with and into MercyHealth, and MercyHealth shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which MPO shall be merged with and into the Surviving Corporation (the "Merger"), was adopted pursuant to Section 617.1103, Florida Statutes, by the Board of Directors ("Board") of MPO at a meeting held on December 11, 2002 all of whom unanimously voted for the Plan of Merger. The members of MPO are not entitled to vote on the Plan of Merger and approval of the members is not required pursuant to Section 617.1103, Florida Statutes. The Board of Directors of MercyHealth approved and recommended the Plan of Merger to its sole shareholder, MPO, which approved and adopted the Plan of Merger pursuant to Section 607.1103, Florida Statutes, at a meeting held on December 11, 2002. The number of votes cast by the Board of Directors of MPO and MercyHealth, and, as to MPO, MercyHealth's sole shareholder were sufficient for approval.

3. The Merger shall become effective as of January 1, 2003 (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

PLAN OF MERGER

SECTION 1. The Parties.

(a) Mercy Physician Organization, Inc., a Florida not-for-profit corporation ("MPO"), shall be merged with and into MercyHealth, Inc., a Florida for-profit corporation ("MercyHealth") and MercyHealth shall be the surviving corporation (the "Surviving Corporation").

(b) MPO represents and warrants that it is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger, and that it has 181 individual members who are duly licensed physicians, none of which have voting rights as to the Plan of Merger.

(c) MercyHealth represents and warrants that it is a for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger, and that MPO is its sole shareholder.

SECTION 2. Terms and Conditions of Merger.

(a) The Merger (as hereinafter defined) shall become effective as of January 1, 2003 (the "Effective Date").

(b) As of the Effective Date, MPO will be merged with and into MercyHealth which will be the Surviving Corporation and which will continue to exist under its present name pursuant to the provisions of the Florida for Profit Corporation Act (the "Merger"). The separate corporate existence of MPO shall cease in accordance with the provisions of the Florida Not For Profit Corporation Act. The Surviving Corporation shall continue to be organized and operated as a for-profit corporation pursuant to Chapter 607, Florida Statutes.

(c) From and after the Effective Date, MercyHealth shall possess all the rights, privileges, power and immunities of a public as well as a private nature, of each of MPO and MercyHealth, and all property, real, personal, and mixed, contracts, and all debts due on whatever account, all other choses in action, and all and every interest of or belonging to or due to each of MPO and MercyHealth shall be taken and deemed to be transferred to and vested in MercyHealth without further act or deed; and the title to all real estate or other property, or any interest therein, vested by deed or otherwise in either of MPO or MercyHealth, shall not revert or be in any way impaired by reason of the Merger. From and after the Effective Date, MercyHealth shall be responsible and liable for all the liabilities, debts and duties of each of MPO and MercyHealth, which liabilities, debts and duties may be enforced against MercyHealth to the same extent as if such liabilities, debts and duties had been incurred or contracted by it, and any claim existing or action or proceeding pending by or against any MPO or MercyHealth may be continued as if the Merger had not taken place, or MercyHealth may be substituted in the proceeding for MPO;

and, neither the rights of creditors nor any liens upon the property of either MPO or MercyHealth shall be impaired by the Merger.

(d) From and after the Effective Date, the Amended and Restated Articles of Incorporation of MercyHealth as set forth in Exhibit A, shall be the Amended and Restated Articles of Incorporation of MercyHealth, until hereafter amended pursuant to the provisions of the Florida For Profit Corporation Act.

(e) From and after the Effective Date, the Bylaws of MercyHealth, as in effect immediately prior to the Effective Date shall remain and be the Bylaws of MercyHealth until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Not For Profit Corporation Act.

(f) The Board of Directors and officers of MercyHealth immediately prior to the Effective Date of the Merger shall be the Board of Directors and the officers of MercyHealth from and after the Effective Date, all of whom shall hold their positions as directors and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of MercyHealth.

SECTION 3. ~~Manner and Basis of Converting Membership Interests into Shares; Cancellation of Outstanding Class A Shares of Common Stock.~~

(a) From and after the Effective Date of the Merger, the membership interests of the MPO, and all rights to acquire interests thereof, shall be converted into Class A shares of common stock in MercyHealth as follows: each member of the MPO shall be entitled to 30 shares of MercyHealth Class A common stock, par value (\$.01), which shares shall be subject to the terms and conditions of a shareholders agreement with MercyHealth.

(b) The Corporation shall, as soon as practicable thereafter, issue and deliver to each shareholder as such address as the shareholder may direct, a certificate or certificates for the number of Class A shares of common stock to which such shareholder shall be entitled as aforesaid,

(c) From and after the Effective Date of the Merger, without any further action on the part of any party, all previously issued and outstanding Class A shares of common stock, par value (\$.01), of MercyHealth held by MPO shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. MPO as the former holder of such shares shall be entitled only to the rights provided for herein and to its shareholder dissenters rights, if any, under Florida law

SECTION 4. Other Provisions.

(a) **Authorization.** The Boards of Directors and the proper officers of MPO and MercyHealth are each hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or

convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Amendment. This Plan of Merger may be amended by the Boards of Directors of MPO and MercyHealth at any time prior to the filing of the Articles of Merger with the State of Florida.

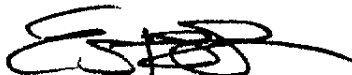
(c) Termination. At any time prior to the filing of the Articles of Merger with the State of Florida, whether before or after approval of this Plan of Merger by parties, the Plan of Merger may be terminated by either of MPO or MercyHealth.

(d) Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to Florida's conflicts of laws principles.

(e) Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed on behalf of each of MercyHealth and MPO by their duly authorized officers as of December 11, 2002.

MERCYHEALTH, INC.

By: 
Name: Esther Surutan
Title: President

**MERCY PHYSICIAN ORGANIZATION,
INC.**


By: 
Name: Esther Surutan
Title: President

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCYHEALTH, INC.
A Florida For Profit Corporation**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of MercyHealth, Inc. are hereby amended and restated as follows:

FIRST: The name of the corporation is MercyHealth, Inc. (hereinafter the "Corporation").

SECOND: The address of the principal office of the Corporation and the Corporation's mailing address is: 1330 Coral Way, Suite 200, Miami, FL 33145

THIRD:

Section 3.1 Authorized Shares; Designation of Class A and Class B Shares. The aggregate number of shares of which the Corporation shall have authority to issue is 20,000 shares of common stock, of which: (i) 10,000 shares with a \$0.01 par value per share, shall be designated as "Class A" shares and (ii) 10,000 shares with a \$0.01 par value per share shall be designated as "Class B" shares. The classes of common stock shall be alike in every respect with the same rights, preferences, privileges and liabilities, except that only duly licensed physicians shall be Class A shareholders and Class B shareholders shall be non-physicians. All shares shall be subject to a shareholders agreement among the shareholders and the Corporation. Any other conditions and limitations on Class A and Class B shares shall be set forth in the Bylaws.

Section 3.2 Elimination of Prior Authorized Classes of Stock. On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, the Corporation eliminates its previous designation and conditions of "Class A" and "Class B" shares of common stock and the Corporation shall have no further authority to issue such prior classes of stock.

Section 3.3. Preemptive Rights. Pursuant to Section 607.0630 of the Florida Business Corporation Act, the shareholders shall have preemptive rights to acquire the Corporation's unissued shares upon the decision of the Board of Directors to issue them and in accordance with the terms and conditions of the shareholders agreement among the shareholders and the Corporation.

Section 3.4. Approval by Shareholders. The Corporation shall not, without first obtaining the approval of the holders of not less than two-thirds (2/3) of the then outstanding total number of shares of common stock, authorize any of the following actions (referred to as a "Major Action"):

(i) authorize the sale, conveyance or other disposition of all or substantially all of the Corporation's assets or (ii) the consummation by the Corporation of a transaction or series of related transactions, including, without limitation, the issuance or sale of voting securities and any merger, consolidation or other corporate reorganization if: (a) the Class A shareholders of the Corporation immediately prior to such transaction (or in the case of a series of transactions, the first of such transactions), would hold less than 50% of the voting power of the Corporation immediately after the consummation of such transaction (or, in the case of a series of transactions, the last of such transactions); or

Section 3.5 Treasury Shares. The Corporation may acquire its own shares and shares acquired by the Corporation shall constitute treasury shares.

FOURTH: The registered office and the registered agent of the Corporation shall continue to be as follows:

<u>NAME</u>	<u>ADDRESS</u>
CORPORATION SERVICE COMPANY	1201 Hays Street Tallahassee, Florida 32301

FIFTH: The purpose for which the Corporation is organized is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

SIXTH: Each shareholder shall be entitled to one (1) vote for each share of common stock held by such shareholder on any matter presented to shareholders. Except as otherwise set forth herein, the affirmative vote of a majority of the shares represented at a duly called meeting at which a quorum is present and entitled to vote shall be the act of the shareholders.

SEVENTH: By affirmative vote of two-thirds (2/3rds) of the Board, the Board may propose a plan of dissolution for submission to the shareholders. Such recommendation may be conditioned on any basis. Upon such affirmative vote of the Board to propose a plan of dissolution, the Corporation shall notify each shareholder of record entitled to vote, of a proposed shareholders' meeting and that the purpose of such meeting will be the consideration of a plan of dissolution of the Corporation. In order to effect the Board's proposal to dissolve, the proposal must be approved by the affirmative vote of at least two-thirds (2/3rds) of the shares represented at a duly called meeting at which a quorum is present and entitled to vote.

EIGHT: A director or officer shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission in breach of such director's or officer's duty of loyalty to the Corporation or its shareholders. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act and by any other applicable provision of law.

NINTH: The duration of the Corporation is to be perpetual.

TENTH: The method of distribution of assets of the Corporation upon dissolution shall be as set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act of the State of Florida, executed these Amended and Restated Articles of Incorporation on December 11, 2002.

MERCYHEALTH, INC.

By: 

[Name] Esther Surujon-Winer

[Title] Chief Executive Officer

Acceptance by Registered Agent
for
MERCYHEALTH, INC.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Deborah D. Skipper

Deborah D. Skipper,
as its agent