

Division of Corporations

523564

Florida Department of State
Division of Corporations
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From: Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (813) 441-8966
Fax Number : (813) 442-8470

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MERGER OR SHARE EXCHANGE

CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A.

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merger

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERVENTIONAL CARDIOVASCULAR ASSOCIATES, P.A., a Florida
corporation, P94000016390

INTO

CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A., a Florida
corporation, 523564

File date: February 9, 1999

Corporate Specialist: Darlene Connell

Division of Corporations

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Fax Number : (813) 442-8470

MERGER OR SHARE EXCHANGE

CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A.

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TEL:442 8470
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P.002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 1999

CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A.
455 PINELLAS ST
STE 400
CLEARWATER, FL 33756US

SUBJECT: CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A.
REF: 523564

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000002988
Letter Number: 499A00005494

ARTICLES OF MERGER OF
INTERVENTIONAL CARDIOVASCULAR ASSOCIATES, P.A.
AND
CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Interventional Cardiovascular Associates, P.A., a Florida professional association and Clearwater Cardiovascular Consultants, M.D., P.A., a Florida professional association, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Interventional Cardiovascular Associates, P.A. ("ICA") and Clearwater Cardiovascular Consultants, M.D., P.A. ("CCC").

2. CCC is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors and shareholders of ICA on February 1, 1999 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation (the "Act").

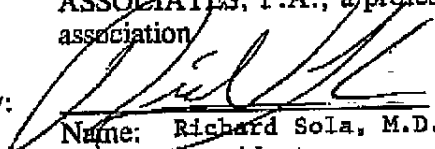
4. The Plan of Merger was adopted by the Board of Directors and shareholders of CCC on February 1, 1999 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida, in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of this 1st day of February, 1999.

INTERVENTIONAL CARDIOVASCULAR
ASSOCIATES, P.A., a professional
association

By:



Name: Richard Sola, M.D.
Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

CLEARWATER CARDIOVASCULAR
CONSULTANTS, M.D., P.A., a professional
association

By:


Name: Michael D. Williamson, M.D.
Title: President

HADATAATYUMMCCCCARTICLES.MER

J. Matthew Marquardt, Esquire
Macfarlane Ferguson & McMullen, P.O. Box 1669
Clearwater, FL 33757 (727) 441-8966
Fla Bar #981982

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PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of February 1, 1999 by Interventional Cardiovascular Associates, P.A., a Florida professional association ("ICA") and Clearwater Cardiovascular Consultants, M.D., P.A., a Florida professional association ("CCC").

RECITALS

The boards of directors and shareholders of ICA and CCC have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that ICA be merged with and into CCC (the "Merger") on the terms and subject to the conditions set forth therein.

ARTICLE I

THE MERGER

At the Effective Time (as defined in Article V hereof), ICA shall be merged with and into CCC in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of ICA shall cease, and CCC shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of CCC, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of CCC, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended, or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of CCC shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

A. At the Effective Time, the stock of ICA (the "ICA Common Stock") held by each shareholder, which shall be issued and outstanding (other than shares of ICA Common Stock

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held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 9.09 shares of common stock of CCC.

B. At the Effective Time, all of the ICA Common Stock held in treasury shall be cancelled and extinguished without any conversion thereof.

ARTICLE IV

EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of CCC and ICA shall vest in the Surviving Corporation, and all liabilities and obligations of CCC and ICA shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of state of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

INTERVENTIONAL CARDIOVASCULAR ASSOCIATES, P.A., a professional association

By:



Name: Richard Sola, M.D.
Title: President

CLEARWATER CARDIOVASCULAR CONSULTANTS, M.D., P.A., a professional association

By:



Name: Michael D. Williamson, M.D.
Title: President