

600384

ARTICLES OF MERGER
Merger Sheet

MERGING:

RADIO LOGY ASSOCIATES OF SOUTH MIAMI, P.A., a Florida corporation,
600264

INTO

WINSLOW, SNEIDER, PRYOR AND MESSINGER RADIOLOGICAL
ASSOCIATES P.A. which changed its name to

RADIOLOGY ASSOCIATES OF SOUTH FLORIDA, P.A., a Florida corporation,
600384

File date: September 29, 1997, effective October 1, 1997

Corporate Specialist: Darlene Connell

600384

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9/26/97

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MAGGIE VINAJERAS
PHONE: (305) 374-5600

ACCT#: 075471001363

FAX #: (305) 374-5095

NAME: WINSLOW, SNEIDER, PRYOR AND MESSINGER RADIOL
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CONTACT: MAGGIE VINAJERAS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Matham
Secretary of State

September 26, 1987

WINSLOW, SNEIDER, PRYOR AND MESSINGER RADIOLOGICAL ASSO
6900 NORTH KENDALL DRIVE
MIAMI FLA, 33176

SUBJECT: WINSLOW, SNEIDER, PRYOR AND MESSINGER RADIOLOGICAL ASSOCIATES P.A.
REF: 600384

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If the plan of merger is contained in your document, please entitle your document ARTICLES AND PLAN OF MERGER.

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

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ARTICLES AND PLAN OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations execute these Articles of Merger merging RADIOLOGY ASSOCIATES OF SOUTH MIAMI, P.A., a Florida corporation, with and into, WINSLOW, SNEIDER, PRYOR and MESSINGER RADIOLOGICAL ASSOCIATES, P.A., a Florida corporation.

1. The corporations which are parties to the merger are RADIOLOGY ASSOCIATES OF SOUTH MIAMI, P.A. and WINSLOW, SNEIDER, PRYOR and MESSINGER RADIOLOGICAL ASSOCIATES, P.A., the surviving corporation.

2. The name of the surviving corporation shall be changed as of the Effective Date of the Merger to RADIOLOGY ASSOCIATES OF SOUTH FLORIDA, P.A. (the "Surviving Corporation").

3. The Plan of Merger was approved by the shareholders of RADIOLOGY ASSOCIATES OF SOUTH MIAMI, P.A. on September 17, 1997, and by the shareholders of WINSLOW, SNEIDER, PRYOR and MESSINGER RADIOLOGICAL ASSOCIATES, P.A. on September 19, 1997.

4. The Plan of Merger provides that, as of the Effective Date, the holders of all the issued and outstanding shares of RADIOLOGY ASSOCIATES OF SOUTH MIAMI, P.A. will exchange those shares for one (1) share of the Surviving Corporation for each one (1) share of RADIOLOGY ASSOCIATES OF SOUTH MIAMI, P.A., held immediately prior to the effective date; and the holders of all of the issued and outstanding shares of WINSLOW, SNEIDER, PRYOR and MESSINGER RADIOLOGICAL ASSOCIATES, P.A. will exchange those shares for one hundred (100) shares of the Surviving Corporation for each 71 3/7 shares of WINSLOW, SNEIDER, PRYOR and MESSINGER RADIOLOGICAL ASSOCIATES, P.A. held immediately prior to the effective date.

5. The Effective Date of the Merger shall be October 1, 1997.

RADIOLOGY ASSOCIATES OF SOUTH
MIAMI, P.A.

Prepared by:
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(305) 374-5600
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By: Robert Gordon
ROBERT GORDON, M.D., President

WINSLOW, SNEIDER, PRYOR and MESSINGER
RADIOLOGICAL ASSOCIATES, P.A.

By: Neil H. Messenger
NEIL H. MESSINGER, M.D., President