

# 673295

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE PEDIATRIX MEDICAL GROUP OF FLORIDA, INC.

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*Merger*

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December 14, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PEDIATRIX MEDICAL GROUP OF FLORIDA, INC.  
1301 CONCORD TERR  
SUNRISE, FL 33323US

SUBJECT: PEDIATRIX MEDICAL GROUP OF FLORIDA, INC.  
REF: 673295

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

PLEASE COMPLETE SECTION SIXTH OF THE ARTICLES OF MERGER WITH A DATE.

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

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H10000268391  
Letter Number: 910A00028961

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TALLAHASSEE, FLORIDA

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pediatric Medical Group of Florida, Inc.</u>	<u>Florida</u>	<u>673295</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Florida Regional Neonatal Associates, Inc.</u>	<u>Florida</u>	<u>L37765</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_ (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  
December 13, 2010 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

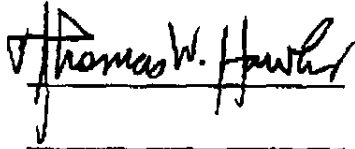
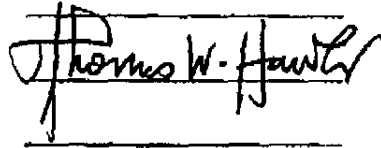
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 13, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

**FILED**  
DEC 14 PM 1:03  
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FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Pediatric Medical Group of Florida, Inc.		Thomas W. Hawkins, Secretary
Florida Regional Neonatal Associates, Inc.		Thomas W. Hawkins, 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

Pediatric Medical Group of Florida, Inc.

Florida

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

Name

Jurisdiction

Florida Regional Neonatal Associates, Inc.

Florida

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

Upon filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), Florida Regional Neonatal Associates, Inc. shall be merged with and into Pediatric Medical Group of Florida, Inc. and the separate existence of Florida Regional Neonatal Associates, Inc. shall cease, and Pediatric Medical Group of Florida, Inc. shall continue as the surviving corporation in the merger under the laws of the State of Florida under the name Pediatric Medical Group of Florida, Inc.

**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:

At the Effective Time, all shares of capital stock of Florida Regional Neonatal Associates, Inc. that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange therefore. SEE ATTACHED

*(Attach additional sheets if necessary)*

Attachment

Each issued and outstanding share of stock of Florida Regional Neonatal Associates, Inc. shall continue to represent one fully paid and nonassessable share of Pediatrix Medical Group of Florida, Inc.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
N/A

**OR**

Restated articles are attached:  
N/A

Other provisions relating to the merger are as follows:  
N/A