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TROY J. RILLO
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710165
March 26, 1998

VIA FEDERAL EXPRESS

600002471066-1
-03/27/98--01086--006
*****70.00 *****70.00

Florida Secretary of State
c/o Amendments
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Merger of North Shore Health Systems, Inc.
into North Dade Medical Foundation, Inc.**

Ladies and Gentlemen:

Enclosed for filing are two original Articles of Merger of North Shore Health Systems, Inc. into North Dade Medical Foundation, Inc. (the "Articles of Merger") executed by each corporation as required by Section 617.1105 of the Florida Not for Profit Corporations Act. Also enclosed are (i) a check in the amount of \$70.00 for the filing fees and (ii) four copies of the Articles of Merger. Please date stamp all four copies of the Articles of Merger and return them to me in the enclosed envelop.

Sincerely,


Troy J. Rillo

TJR:lfa
Enclosures

cc: David L. Pollack (via telecopy w/o enclosures)

FILED
98 APR 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI-58120.01

merger
LTS
4-17-98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NORTH SHORE HEALTH SYSTEMS, INC., a Florida corporation (Document
#N21328)

INTO

NORTH DADE MEDICAL FOUNDATION, INC., a Florida corporation, 710165.

File date: April 13, 1998

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1998

KIRKPATRICK & LOCKHART LLP
% TROY RILLO
201 SOUTH BISCAYNE BLVD., 20TH FL.
MIAMI, FL 33131-2399

SUBJECT: NORTH DADE MEDICAL FOUNDATION, INC.
Ref. Number: 710165

We have received your document for NORTH DADE MEDICAL FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

- (1) the date of the meeting of members at which the plan of merger was adopted
- (2) a statement that the number of votes cast for the merger was sufficient for approval, and
- (3) the vote on the plan - or a statement that such plan was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 098A00017305

KIRKPATRICK & LOCKHART LLP

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TROY J. RILLO
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April 10, 1998

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Louise Jackson

**Re: Articles of Merger of North Shore Health Systems, Inc. into
North Dade Medical Foundation, Inc.**

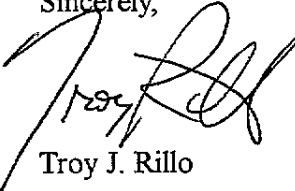
Ladies and Gentlemen:

Enclosed for filing are the following documents:

1. One original Agreement and Plan of Merger;
2. Two original Articles of Merger of North Shore Health Systems, Inc. into North Dade Medical Foundation, Inc. (the "Articles of Merger");
3. Four copies of the Articles of Merger; and
4. One copy of the letter from Department of State dated April 1, 1998 stating the reason for not filing the Articles of Merger.

These documents are being resubmitted for filing. The filing fees have previously been paid. I understand that the enclosed original Agreement and Plan of Merger will eliminate the need to revise the Articles of Merger so that the signature blocks of both companies appear on the same form. Please date stamp the four enclosed copies and return them to me in the enclosed envelope.

Sincerely,



Troy J. Rillo

TJR

cc: David L. Pollack (via telecopy w/o enclosures)

MI-58871.01

**ARTICLES OF MERGER
OF
NORTH SHORE HEALTH SYSTEMS, INC.
INTO
NORTH DADE MEDICAL FOUNDATION, INC.**

FILED
98 APR 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.01201 and 617.1105 of the Florida Not For Profit Corporations Act (the "Act"), NORTH DADE MEDICAL FOUNDATION, INC. (the "Survivor"), a Florida corporation not for profit, adopts the following Articles of Merger for the purpose of merging NORTH SHORE HEALTH SYSTEMS, INC. ("NSHS"), a Florida corporation not for profit, with and into the Survivor.

FIRST The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

SECOND The members of the Survivor adopted the Plan on April 15, 1997. Twenty-one members voted in favor of the Plan, five members voted against the Plan and no members abstained. Such vote was sufficient for approval of the Plan.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Survivor on MARCH 18, 1998.

NORTH DADE MEDICAL FOUNDATION, INC.

By: Harold C. Spear M.D.

Name: Harold C. Spear, M.D.

Title: Chairman

**ARTICLES OF MERGER
OF
NORTH SHORE HEALTH SYSTEMS, INC.
INTO
NORTH DADE MEDICAL FOUNDATION, INC.**

**FILED
98 APR 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 617.01201 and 617.1105 of the Florida Not For Profit Corporations Act (the "Act"), NORTH SHORE HEALTH SYSTEMS, INC. ("NSHS"), a Florida corporation not for profit, adopts the following Articles of Merger for the purpose of merging NSHS with and into NORTH DADE MEDICAL FOUNDATION, INC. (the "Survivor"), a Florida corporation not for profit.

FIRST The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.

SECOND The members of NSHS adopted the Plan on April 15, 1997. Fourteen members voted in favor of the Plan, two members voted against the Plan and no members abstained. Such vote was sufficient for approval of the Plan.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the NSHS on March 18, 1998.

NORTH SHORE HEALTH SYSTEMS, INC.

By: _____

Name: George F. Daviglus, M. D.

Title: Chairman

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 18, 1997, between NORTH SHORE HEALTH SYSTEMS, INC. ("NSHS"), a Florida corporation not for profit, and NORTH DADE MEDICAL FOUNDATION, INC. (the "Survivor"), a Florida corporation not for profit.

1. Merging Corporations NSHS and the Survivor desire to effect the statutory merger (the "Merger") of NSHS with and into the Survivor, with the Survivor to survive the Merger.
2. Terms and Conditions NSHS, pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Act"), shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. The Merger shall become effective on the date on which the Articles of Merger have been filed with the Department of State of the State of Florida (the "Effective Date"). Upon the Effective Date, except to the extent provided herein, the existence of NSHS shall cease and the Survivor shall assume the obligations of NSHS. The filing of the Articles of Merger shall be subject to the satisfaction or waiver, by written instrument executed on behalf of each of the parties hereto, of the following conditions:
 - a. NSHS and the Survivor shall have received the consent of TENET HEALTHSYSTEM MEDICAL, INC. to NSHS' no longer remaining in existence, in a form satisfactory to the chief executive officer of Survivor.
 - b. The dissolution of BAYSHORE MEDICAL EQUIPMENT CORP. into NORTH SHORE ENTERPRISES, INC. (both Florida for-profit corporations and subsidiaries of NSHS), and the dissolution of NORTH SHORE ENTERPRISES, INC. into NSHS shall have been completed.
3. Articles of Incorporation As of the Effective Date, the Articles of Incorporation of the Survivor shall remain unchanged.
4. Bylaws As of the Effective Date, the Bylaws of the Survivor shall remain unchanged.
5. Trustees and Officers The trustees and officers of the Survivor in office on the Effective Date shall continue to be the trustees and officers of the Survivor, all of whom shall hold their trusteeships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Survivor.

6. Continuation of NSHS for Certain Purposes If, for any period prior to the Effective Date, NSHS and Survivor are both deemed to be private foundations as described in section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), then (a) NSHS shall be deemed to continue to exist to the extent and for the purposes set forth in Section 507 of the Code and Treasury Regulations §1.507-3 and (b) Survivor expressly assumes any obligation of NSHS for such period for excise taxes or distributions required under Chapter 42 of the Code.
7. Abandonment or Amendment This Agreement and Plan of Merger may be abandoned and shall be of no further force or effect upon the adoption of a resolution to such effect by the Executive Committee of the Board of Trustees of either party hereto. This Agreement and Plan of Merger may be amended upon the adoption of resolutions approving the amendment by the Executive Committees of the Board of Trustees of each of the parties hereto.

WITNESS the due execution hereof:

NORTH DADE MEDICAL FOUNDATION, INC.

By: 

George F. Daviglus, M.S.

Title: Chairman

NORTH SHORE HEALTH SYSTEMS, INC.

By: 

George F. Daviglus, M.D.

Title: Chairman