

738247

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORLANDO REGIONAL HOME HEALTH SERVICES, INC., a Florida corporation,
document number N14356

INTO

ORLANDO REGIONAL HEALTHCARE SYSTEM, INC., a Florida corporation,
738247

File date: May 30, 1997, effective May 31, 1997

Corporate Specialist: Karen Gibson

Account number: 07210000032

Account charged: 122.50

738247

RECEIVED
MAY 30 PM 12:16



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 409935 6471A

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 122.50

ORDER DATE : May 30, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 409935-005

CUSTOMER NO: 6471A

CUSTOMER: James B. Bogner, Esq
Mateer & Harbert, P.a.
P. O. Box 2854

Orlando, FL 32802-2854

FILED
MAY 30 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600002196006-1

EFFECTIVE DATE

5-31-97

ARTICLES OF MERGER

ORLANDO REGIONAL HOME HEALTH
SERVICES, INC.

INTO

ORLANDO REGIONAL HEALTHCARE
SYSTEM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

Miguel
6/3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1997

CSC
TODD STERZOY
TALLAHASSEE, FL 32301

SUBJECT: ORLANDO REGIONAL HEALTHCARE SYSTEM, INC.
Ref. Number: 738247

RESUBMIT
Please give original
submission date as file date.

We have received your document for ORLANDO REGIONAL HEALTHCARE SYSTEM, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00029413

RECEIVED
97 JUN -3 AM 10: 05
DIVISION OF CORPORATIONS
File
151

ARTICLES OF MERGER

FILED
97 MAY 30 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the authorized officers of ORLANDO REGIONAL HEALTHCARE SYSTEM, INC., a Florida not-for-profit corporation, duly organized and existing under Chapter 617, Florida Statutes, and ORLANDO REGIONAL HOME HEALTH SERVICES, INC., a Florida not-for-profit corporation, duly organized and existing under Chapter 617, Florida Statutes, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I
Plan of Merger

EFFECTIVE DATE
5-31-97

The Plan of Merger is as follows:

1. Constituent Corporations. The name of each constituent corporation is ORLANDO REGIONAL HOME HEALTH SERVICES, INC., a Florida not-for-profit corporation (hereinafter referred to as "ORHHS"), and ORLANDO REGIONAL HEALTHCARE SYSTEM, INC., a Florida not-for-profit corporation (hereinafter referred to as "ORHS").
2. Merger. Pursuant to Section 617.1101, Florida Statutes, ORHHS shall be merged into ORHS (the "Merger").
3. Surviving Corporation. ORHS shall be the surviving corporation of the Merger.
4. Articles of Incorporation. The Articles of Incorporation of ORHS, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.
5. Directors and Officers. The directors and officers of ORHS immediately prior to the Merger shall continue to be the directors and officers immediately following the Merger.
6. Members. The members of ORHS immediately prior to the Merger shall be all the members of ORHS immediately following the Merger, and shall, without further action, possess all rights and obligations granted to members of ORHS by its Articles of Incorporation and ByLaws.
7. Assets and Liabilities. On the effective date of the Merger, the separate existence of ORHHS shall cease and ORHS shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of ORHHS shall, without further action, be vested in ORHS immediately following the Merger. Following the Merger, ORHS shall be responsible for all liabilities and obligations of ORHHS. Any claim existing or action or proceeding pending against ORHHS may be continued as if the Merger did not occur or ORHS may be substituted for ORHHS in any such proceeding. Neither the rights of creditors of, nor any liens upon, the property of ORHHS shall be impaired by the Merger.

8. Abandonment. Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of ORHS or the Board of Directors of ORHHS at any time prior to the Effective Date set forth in the Articles of Merger.

ARTICLE II
Approval

The Plan of Merger was adopted by ORLANDO REGIONAL HOME HEALTH SERVICES, INC. by written consent of the Board of Directors, held on February 17, 1997, and by the sole Member on March 24, 1997, and was executed in accordance with Fla. Stat. §617.0701. The number of votes cast in favor of the Merger was sufficient for approval.

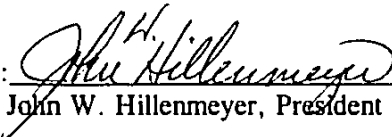
The Plan of Merger was adopted by ORLANDO REGIONAL HEALTHCARE SYSTEM, INC. by written consent of the Board of Directors, held on March 24, 1997, and Members are not entitled to vote thereon, and was executed in accordance with §617.0701. The number of votes cast in favor of the Merger was sufficient for approval.

ARTICLE III
Effective Date

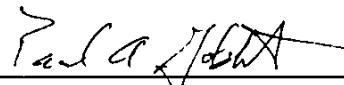
The effective date of the merger shall be May 31, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this May 28, 1997.

ORLANDO REGIONAL HEALTHCARE
SYSTEM, INC.

By: 
John W. Hillenmeyer, President

ORLANDO REGIONAL HOME HEALTH
SERVICES, INC.

By: 
Paul A. Goldstein, Chairman of the Board