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MERGER OR SHARE EXCHANGE
SHANDS JACKSONVILLE MEDICAL CENTER, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FIRST CARE, INC. a Florida entity P98000088568

INTO

SHANDS JACKSONVILLE MEDICAL CENTER, INC., a Florida entity, 759011.

File date: March 28, 2003 , effective April 1, 2003

Corporate Specialist: Lee Rivers

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**ARTICLES OF MERGER
OF FIRST CARE, INC.
WITH AND INTO
SHANDS JACKSONVILLE MEDICAL CENTER, INC.**

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 617.1105 of the Florida Not for Profit Corporation Act, **FIRST CARE, INC.**, a Florida profit corporation, and **SHANDS JACKSONVILLE MEDICAL CENTER, INC.**, a Florida not for profit corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are First Care, Inc. and Shands Jacksonville Medical Center, Inc. Shands Jacksonville Medical Center, Inc. is the surviving corporation.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

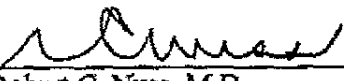
3. In accordance with the Plan of Merger, the effective date of the merger shall be April 1, 2003.

4. The Plan of Merger was unanimously approved by the Shareholders of First Care, Inc. as of March 28, 2003 in accordance with the applicable provisions of Chapter 607, *Florida Statutes*.

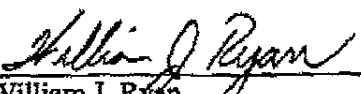
5. The Plan of Merger was approved by the sole Member of Shands Jacksonville Medical Center, Inc. on February 24, 2003 in accordance with the applicable provisions of Chapter 617, *Florida Statutes*.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of March 28, 2003.

FIRST CARE, INC.

By: 
Robert C. Nuss, M.D.
President

**SHANDS JACKSONVILLE MEDICAL
CENTER, INC.**

By: 
William J. Ryan
Interim Vice-President, Chief
Financial Officer and Treasurer

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EXHIBIT A
PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 617.1103 as applicable, is being submitted in accordance with Section 607.1108, Florida Statutes.

Section 1
Merging Parties

The name of each domestic corporation and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge are:

First Care, Inc., a Florida for profit corporation; and
Shands Jacksonville Medical Center, Inc., a Florida not for profit corporation
(hereinafter collectively the "Constituent Corporations.")

Section 2
Surviving Entity

The name of the surviving or resulting domestic corporation or other business entity into which each other domestic corporation or other business entity plans to merge, which is hereinafter and in Sections 607.1109 and 607.11101 designated as the surviving entity is:

Shands Jacksonville Medical Center, Inc.

Section 3
Terms and Conditions of Merger

The terms and conditions of the merger are as follows:

The Constituent Corporations will merge, and Shands Jacksonville Medical Center, Inc. will be the surviving entity. As a result of the merger, Shands Jacksonville Medical Center, Inc., will accept all rights and responsibilities, including contractual obligations, of First Care, Inc., as of the Effective Date.

At such time as the merger becomes effective, title to all of the assets of First Care, Inc. shall be vested in Shands Jacksonville Medical Center, Inc. without reversion or impairment and Shands Jacksonville Medical Center, Inc. shall thenceforth be responsible for all of the liabilities and obligations of First Care, Inc. Any proceeding pending against First Care, Inc. may be continued as if the merger did not occur or Shands Jacksonville Medical Center, Inc. may be substituted in its place.

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On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of Shands Jacksonville Medical Center, Inc. at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate giving effect to the Merger.

Section 4
Manner and Basis of Converting Interest

- A. The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each issued and outstanding share of First Care, Inc. common stock shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.

- B. The manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property are as follows:

Not applicable.

Section 5
Other

Other provisions, if any, relating to the merger.

The merger shall be effective April 1, 2003 ("Effective Date").

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