

ADVENTIST
HEALTH SYSTEM

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Federal Express

September 18, 2000

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Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

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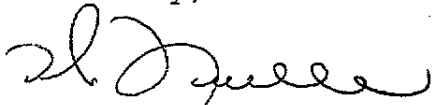
RE: Articles of Merger

Dear Sir/Madam:

Please find enclosed the Articles of Merger and the Plan of Merger between Adventist Health System Sunbelt Healthcare Corporation, a Florida not for profit corporation (the "Surviving Corporation") and Smyrna Medical Enterprises, Inc., a Georgia Corporation, together with our checks in the amount of \$70.00 and \$8.75 which we understand is the filing fee for recording the merger documents and providing us with a certified copy of the recorded document.

If at all possible, we would appreciate the requested document being returned to our attention by Federal Express. A Federal Express air bill is being made available for this purpose.

Sincerely,



T. L. Trimble, Vice President
Legal Services

rkr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADVENTIST
HEALTH SYSTEM

November 13, 2000

Thelma Lewis, Corporate Specialist Supervisor
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Ref. Number: 760086

Dear Ms. Lewis:

In follow up to your letter and earlier call, please find enclosed the Articles of Merger and Plan of Merger, which have been revised to reflect the date of adoption.

If at all possible we would appreciate the document being returned to our attention via Federal Express. An airbill is being made available for this purpose.

Sincerely,



T. L. Trimble
Vice President, Legal Services

TLT/jlf
Enclosures

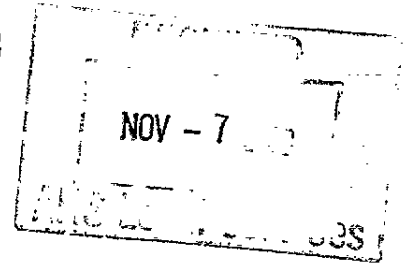
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 2000



T. L. TRIMBLE, VICE PRESIDENT, LEGAL SERVICES
ADVENTIST HEALTH SYSTEM
111 NORTH ORLANDO AVE.
WINTER PARK, FL 32789-3675

SUBJECT: ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION
Ref. Number: 760086

We have received your document for ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please state on page 2 of the Articles of Merger (6) the date of adoption by the stockholders and 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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 900A00057064

ARTICLES OF MERGER
Merger Sheet

MERGING:

SMYRNA MEDICAL ENTERPRISES, INC., a Georgia corporation not authorized
to transact business in Florida

INTO

ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION, a
Florida entity, 760086

File date: November 17, 2000

Corporate Specialist: Thelma Lewis

FILED
00 NOV 17 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS
FOR
SMYRNA MEDICAL ENTERPRISES, INC.
A GEORGIA CORPORATION (MERGING CORPORATION)
AND
ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION (SURVIVING CORPORATION)

Pursuant to the provisions of Section 617.1107 of the Florida Not For Profit Corporation Act, and Article 14-2-1107 of the Georgia Business Corporation Code, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. **Parties to the Merger.** The names of the undersigned corporations and the states and laws under which they are respectively organized are:

Name of Corporation	State
Adventist Health System Sunbelt Healthcare Corporation	Florida
Smyrna Medical Enterprises, Inc.	Georgia

2. **Authorizing Statute.** The laws of the state of Georgia under which Smyrna Medical Enterprises, Inc. is incorporated permit such merger.
3. **Surviving Corporation.** The name of the surviving corporation is Adventist Health System Sunbelt Healthcare Corporation, and it is to be governed by the laws of Florida. The merger shall be effective October 1, 2000.
4. **Effective Date of Merger.** The effective date of the merger shall be October 1, 2000.

6. **Manner of Adoption of Plan of Merger: Smyrna Medical Enterprises, Inc.** As to the undersigned corporation domesticated in Georgia, the Plan of Merger was adopted in the following manner: At a meeting of the stockholders at which unanimous approval was obtained on 9/27/2000 and by unanimous written consent of the members of the Board of Directors effective as of September 27, 2000.
7. **Manner of Adoption of Plan of Merger: Adventist Health System Sunbelt Healthcare Corporation.** As to the undersigned corporation domesticated in Florida, the Plan of Merger was adopted in the following manner: At a meeting of the board of directors held on April 27, 2000, and received the vote of a majority of the directors in office.
8. **Service of Process.** Adventist Health System Sunbelt Healthcare Corporation, the surviving corporation hereby: (a) agrees that it may be served by process in the State of Georgia in any proceeding for the enforcement of any obligation of the undersigned domestic corporation; and (b) irrevocably appoints the Secretary of State of Georgia as its agent to accept service of process in any such proceeding.

Dated: September 21, 2000.

SURVIVING CORPORATION:

**ADVENTIST HEALTH SYSTEM SUNBELT
HEALTHCARE CORPORATION, INC.**

By: Thomas L. Werner
Name: THOMAS L. WERNER
Its: _____ President

By: Arzel DePrada
Name: ARZEL DEPRADA
Its: Asst Secretary

MERGING CORPORATION:

SMYRNA MEDICAL ENTERPRISES, INC.

By: 2. L. J. J. J. J.
Its: Vice President

By: Carol Hoyer
Its: Secretary

PLAN OF MERGER

This Agreement of Merger is made by and between SMYRNA MEDICAL ENTERPRISES, INC., a Georgia Corporation, and ADVENTIST HEALTH SYSTEM SUNBELT HEALTHCARE CORPORATION, a Florida Not For Profit Corporation, hereinafter collectively referred to as "Constituent Corporations."

RECITALS:

- A. The respective Boards of Directors of the Constituent Corporations deem it advisable that Smyrna Medical Enterprises, Inc. (the "Disappearing Corporation") be merged into Adventist Health System Sunbelt Healthcare Corporation (the "Surviving Corporation") under the laws of the State of Florida, and in the manner provided therefor pursuant to Section 617.1101 and 617.1107 of the *Florida Not For Profit Corporation Act* and Article 14-2-1107 of the *Georgia Business Corporation Code*.
- B. The Board of Directors of the Surviving Corporation has approved the merger, and the sole stockholder and Board of Directors of the Disappearing Corporation have approved the merger.
- C. The respective Boards of Directors of the Constituent Corporations and the Membership of the Surviving Corporation have agreed that no changes or amendments in the Articles of Incorporation of the Surviving Corporation will be made.

Now, therefore, in consideration of the premises and the mutual agreements hereinafter contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions hereinbelow set forth:

- 1. **Agreement to Merge.** The Constituent Corporations hereby agree that Smyrna Medical Enterprises, Inc., the Disappearing Corporation, shall be merged into Adventist Health System Sunbelt Healthcare Corporation, the Surviving Corporation.
- 2. **Name of Merged Corporation.** The name of the Surviving Corporation shall be Adventist Health System Sunbelt Healthcare Corporation.
- 3. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall be

located at the following address: 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789.

4. **Purposes of Surviving Corporation.** The purposes of the Surviving Corporation are to engage in any lawful acts or activities for which such corporation may be formed under Chapter 617 of the *Florida Statutes*.
5. **Board of Directors of Surviving Corporation.** The Board of Directors of the Surviving Corporation shall be the individuals who are the current members of the Board of Directors of Adventist Health System Sunbelt Healthcare Corporation.
6. **Registered Agent of Surviving Corporation.** The individual hereinafter named shall be the registered agent for the Surviving Corporation, at the address hereinbelow set forth, upon whom process, notices and demands against Smyrna Medical Enterprises, Inc. or Adventist Health System Sunbelt Healthcare Corporation may be served: T. L. Trimble, 111 North Orlando Avenue, Winter Park, Orange County, Florida 32789
7. **Assets of Disappearing Corporation.** All property, real, personal and mixed and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to Smyrna Medical Enterprises, Inc., shall be deemed to be transferred, conveyed to and vested in the Surviving Corporation without further act or deed and the title to or any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of such merger.
8. **Liabilities of Disappearing Corporation.** The Surviving Corporation shall assume, and henceforth be responsible and liable for, all the liabilities and obligations of the Disappearing Corporation any claim existing, or action or proceeding pending by or against Smyrna Medical Enterprises, Inc. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.
9. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation shall not be amended and shall continue to be the Articles of Incorporation of the Surviving Corporation in its present form and content.

10. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation shall continue in its present form and content to be the Bylaws of the Surviving Corporation.
11. **Effective Date of Agreement.** This Agreement shall become effective as of October 1, 2000.
12. **Officers of Surviving Corporation.** On the effective date of the merger, the officers of the Surviving Corporation shall continue in their present offices, to serve in such capacities until the next regularly scheduled election, or until their successors shall be elected and shall qualify:

Office	Name of Officer
President	Thomas L. Werner
Vice President	Michael V. Gentry Donald L. Jernigan Ernie Sadau Peter M. Weber
Secretary	Samuel L. Green
Treasurer	Deryl Knutson
Assistant Secretary	Lynn C. Addiscott L. Mark Block Donald J. Bohannon Richard P. Center David Evans Brian Paradis Ariel De Prada Daniel E. Enderson Randolph W. Safady Terry Shaw Gary C. Skilton Brent G. Snyder Eddie Soler Stanton R. Tait Max A. Trevino

13. **Employees of Disappearing Corporation.** The Disappearing Corporation has no employees.
14. **Management and Decisions by Board of Directors of Surviving Corporation.** Following the effective date of the merger, all decisions shall be made by the Board of Directors of the Surviving Corporation.