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F96000004080

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

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TALLAHASSEE, FL 32301

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City State Zip Phone

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CORPORATION(S) NAME

Merger

Victor Whitman, M.D., Inc.

into:

Vivra Specialty Partners, Inc.

FILED
98 MAR 31 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/31

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

VICTOR WHITMAN, M.D., INC., a Florida corporation M28984

INTO

VIVRA SPECIALTY PARTNERS, INC., a Nevada corporation, F96000004080

File date: March 31, 1998

Corporate Specialist: Annette Hogan

**DOMESTIC
CORPORATION AND
FOREIGN CORPORATION
ARTICLES OF MERGER**

**VICTOR WHITMAN, M.D.,
INC., a Florida corporation
(M28984)**

INTO

**VIVRA SPECIALTY
PARTNERS, INC., a Nevada
corporation,
THE SURVIVOR
(F-0806851-8)**

**DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER**

To the Secretary of State
of the State of Florida

FILED
98 MAR 31 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Victor Whitman, M.D., Inc.	Florida
Vivra Specialty Partners, Inc.	Nevada

SECOND: The laws of the state or county under which such foreign corporation is organized permit such merger, and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. and is the surviving corporation of the merger; and the domestic corporation complies with the applicable provisions of Sections 607.1101 – 607.1104 F.S.

FOURTH: The Plan of Merger is as follows:

1. In accordance with the provisions of the Nevada Revised Statutes (the "NRS"), and the Florida Business Corporation Act (the "FBCA"), Victor Whitman, M.D., Inc., a Florida corporation (the "Company"), shall be merged with and into Vivra Specialty Partners, Inc., a Nevada corporation (the "Surviving Corporation"), and the separate existence of the Company shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the NRS.
2. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law.
3. The Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation until thereafter amended in accordance with applicable law.

4. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Each director and officer of the Surviving Corporation shall hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.
5. Each share of capital stock of the Company issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.
6. All outstanding shares of preferred stock and common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time and any options to purchase Surviving Corporation common stock shall remain outstanding after the Effective Time as shares or options of the Surviving Corporation and shall be unaffected by the Merger.

FIFTH: The effective date of the Certificate of Merger shall be the 31^{*} day of March, 1998.

SIXTH: The Plan of Merger was adopted by the Board of Directors of Vivra Specialty Partners, Inc. on the 12th day of February, 1998. Pursuant to Section 607.1103(7) F.S., the approval of the shareholders of Vivra Specialty Partners, Inc. is not required.

SEVENTH: The Plan of Merger was adopted by the Director and shareholder of Victor Whitman, M.D., Inc. on the 12th day of February, 1998.

[SIGNATURE PAGES FOLLOW]

Executed this 18th day of March, 1998.

VIVRA SPECIALTY PARTNERS, INC.,
a Nevada Corporation
(Surviving Corporation)

By: LeAnne M. Zumwalt

Name: LeAnne M. Zumwalt
Title: Secretary, CFO

Executed this 18th day of March, 1998.

VICTOR WHITMAN, M.D., INC.,
a Florida Corporation

By: Charles W. Ott

Name: Charles W. Ott
Title: President