

F98000006228

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CORPORATION(S) NAME

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The Radar Group, Incorporated
merging into:

Ramsay Educational Services, Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE RADER GROUP, INCORPORATED, a Florida corporation, P97000091190

INTO

RAMSAY EDUCATIONAL SERVICES, INC., a Delaware entity, F98000006228

File date: December 21, 1999

Corporate Specialist: Doug Spittler

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
THE RADER GROUP, INCORPORATED
AND
RAMSAY EDUCATIONAL SERVICES, INC.

To the Department of State
State of Florida

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging The Rader Group, Incorporated with and into Ramsay Educational Services, Inc. as approved by the Board of Directors of The Rader Group, Incorporated on December 15, 1999 and adopted by unanimous written consent of the Board of Directors of Ramsay Educational Services, Inc. on December 15, 1999.

2. The merger of The Rader Group, Incorporated with and into Ramsay Educational Services, Inc. is permitted by the laws of the jurisdiction of organization of Ramsay Educational Services, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Ramsay Health Care, Inc. was December 15, 1999.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 a.m. December 21, 1999.

Executed on December 15, 1999.

THE RADER GROUP, INCORPORATED

By: Marcio C. Cabrera

Name: Marcio C. Cabrera

Capacity: Vice President

RAMSAY EDUCATIONAL SERVICES, INC.

By: Marcio C. Cabrera

Name: Marcio C. Cabrera

Capacity: Vice President

PLAN OF MERGER

1. Ramsay Educational Services, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of The Rader Group, Incorporated, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges The Rader Group, Incorporated into Ramsay Educational Services, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Ramsay Educational Services, Inc.

2. The separate existence of The Rader Group, Incorporated shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Ramsay Educational Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of The Rader Group, Incorporated shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Ramsay Educational Services, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.