

FEB. 20. 2008

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# Florida Department of State

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## MERGER OR SHARE EXCHANGE

WEXFORD HEALTH SOURCES, INC.

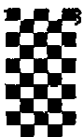
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**RESUBMIT**

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February 20, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

WEXFORD HEALTH SOURCES, INC.  
FOSTER PLAZA 2  
425 HOLIDAY DR.  
PITTSBURGH, PA 15220US

SUBJECT: WEXFORD HEALTH SOURCES, INC.  
REF: G24857

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Irene Albritton  
Regulatory Specialist II

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## ARTICLES OF MERGER (Profit Corporations)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Wexford Health

Mark W. Hale

Mark W. Hale, President and CEO

Sources, Inc.

(Florida)

Wexford Health

Mark W. Hale

Mark W. Hale, President and CEO

Sources, Inc.

(NJ)

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PLAN OF MERGER approved on January 10, 2008 by Wexford Health Sources, Inc., a business corporation organized under the laws of the State of New Jersey ("WHS-NJ"), and by its Board of Directors on said date, and approved on January 10, 2008 by Wexford Health Sources, Inc., a business corporation organized under the laws of the State of Florida ("WHS-FL"), and by its Board of Directors on said date.

1. WHS-NJ and WHS-FL shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the laws of the jurisdiction of organization of WHS-FL, be merged with and into a single corporation, to wit, WHS-FL, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of WHS-NJ, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and cancelled, and no shares of WHS-FL shall be issued in exchange therefor. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

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7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, 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.

9. The effective date of the merger herein provided for in the State of New Jersey shall be upon filing of the Certificate of Merger.

10. Notwithstanding the approval of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation, the merger herein provided for may be abandoned at any time prior to the effective date thereof in the State of New Jersey for any reason by the Board of Directors of either WHS-NJ or WHS-FL.