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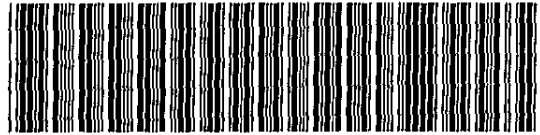
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/11
11 AUG 2003



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MCCLEAN STOCK
(1881-1962)
BASIL A. SHORE
(1910-1988)

August 6, 2003

Direct Dial: (717) 849-4109
E-mail: gignudo@stockandleader.com

Ms. Anna Chestnut
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Re: Health Care Management Associates, Ltd.

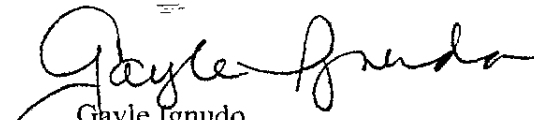
Dear Ms. Chestnut:

In response to your telephone call to me of this date, I enclose a check for \$17.50 to cover the remainder of the filing fee for the merger involving the above referenced entity.

Thank you for your assistance with this matter.

Sincerely,

STOCK AND LEADER


Gayle Ignudo
Corporate Paralegal

GAI/hs
Enclosure



STOCK AND LEADER LLP

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July 30, 2003

STOCK AND LEADER,
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Direct Dial: (717) 849-4109
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Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Health Care Management Associates, Ltd.

Ladies/Gentlemen:

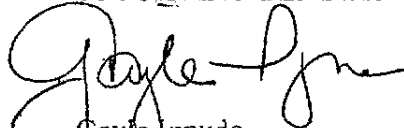
The enclosed merger and fee are submitted for filing with your office.

Please return all correspondence or direct any questions concerning this matter to me at the above address and telephone number.

Thank you for your assistance with this matter.

Sincerely,

STOCK AND LEADER



Gayle Ignudo
Corporate Paralegal

GAI/hs
Enclosures

**ARTICLES OF MERGER
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Health Care Management Associates, Ltd.	Pennsylvania

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Health Care Management Associates, Florida, Inc.	Florida

Third: The Plan and Agreement of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 31, 2003.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on July 31, 2003.

Seventh: SIGNATURES FOR EACH CORPORATION:

Health Care Management Associates, Florida, Inc.


Name of Corporation


Signature

PRES
Title

Health Care Management Associates, Ltd.

Name of Corporation


Signature

Vice President
Title

FILED
03 AUG 11 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER
HEALTH CARE MANAGEMENT ASSOCIATES, FLORIDA, INC.
with and into
HEALTH CARE MANAGEMENT ASSOCIATES, LTD.

THIS PLAN AND AGREEMENT OF MERGER is made as of the 31st day of July 2003, between HEALTH CARE MANAGEMENT ASSOCIATES, FLORIDA, INC., a Florida business corporation and a Pennsylvania foreign business corporation (hereinafter referred to as "Health Care Florida"), and HEALTH CARE MANAGEMENT ASSOCIATES, LTD., a Pennsylvania business corporation, (hereinafter referred to as "Health Care Ltd." or as "Surviving Corporation"). Each corporation, Health Care Florida and Health Care Ltd. are sometimes referred to hereinafter as "Constituent Corporations".

1. Constituent Corporations.

A. Health Care Management Associates, Florida, Inc.

Health Care Florida is a business corporation organized under the Florida Business Corporation Act. Articles of Incorporation were filed with the State of Florida Department of State Division of Corporations on December 9, 1985, and a Certificate of Authority to do Business was filed with the Commonwealth of Pennsylvania Department of State Corporation Bureau on January 15, 1998. Health Care Florida is a corporation in good standing in the State of Florida and the Commonwealth of Pennsylvania. All of the issued and outstanding shares of Health Care Florida are owned by Health Care Ltd., making Health Care Florida a wholly owned subsidiary of Health Care Ltd.

B. Health Care Management Associates, Ltd.

Health Care Ltd. is a business corporation organized under the Business Corporation Law of 1933 of the Commonwealth of Pennsylvania. Articles of Incorporation were filed with the Commonwealth of Pennsylvania Department of State Corporation Bureau on April 1, 1983. Health Care Ltd. is a corporation in good standing in the Commonwealth of Pennsylvania.

2. Merger.

Health Care Florida shall be and is hereby merged with and into Health Care Ltd., effective as of July 31, 2003, (hereinafter referred to as the "Effective Date"). Health Care Ltd. shall survive the merger herein contemplated. The separate corporate existence of Health Care Florida shall cease immediately upon the Effective Date. The Surviving Corporation shall continue under the name Health Care Management Associates, Ltd.

3. Articles of Merger.

The Constituent Corporations shall execute and file with the Commonwealth of Pennsylvania, Department of State, Corporation Bureau, Articles of Merger, in the form attached to this Plan and Agreement as Exhibit "A."

4. Articles of Incorporation.

The Articles of Incorporation of Health Care Ltd., which are set forth in Exhibit "B" attached hereto and incorporated herein by reference, shall continue as the Articles of Incorporation of the Surviving Corporation, and shall govern the affairs of the Surviving Corporation as of and after the Effective Date.

5. By-Laws.

The By-Laws of Health Care Ltd., which are set forth in Exhibit "C" attached hereto and incorporated herein by reference, shall continue as the By-Laws of the Surviving Corporation and shall govern the affairs of the Surviving Corporation as of and after the Effective Date.

6. Activities and Operations.

The Surviving Corporation shall, as of and after the Effective Date, continue and carry on the activities and operations of both of the Constituent Corporations.

7. Directors.

The Board of Directors of Health Care Ltd. shall be the Board of Directors of the Surviving Corporation as of and after the Effective Date.

8. Officers.

The Officers of Health Care Ltd. shall be the Officers of the Surviving Corporation as of and after the Effective Date.

9. Effect of Merger.

Immediately upon the Effective Date:

A. The Surviving Corporation shall possess all of the rights, privileges, immunities, powers, purposes and franchises, of each of the Constituent Corporations, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, except as otherwise provided by law;

B. The Surviving Corporation shall be vested with all property, real, personal or mixed, and all debts due to the Constituent Corporations of whatever account, as well as all other things in action or belonging to the Constituent Corporations; and,

C. Property of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date.

10. Delivery of Deeds and Instruments.

From time to time as and when requested by the Surviving Corporation or by its successors and assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in and confirm to the Surviving Corporation title to and possession of all property, rights, privileges, powers and franchises referred to herein, and otherwise, to carry out the intent and purpose of this Plan and Agreement of Merger. For the convenience of the parties, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

11. Binding Effect.

This Plan and Agreement shall be binding upon the parties hereto, their successors and assigns.

12. Controlling Law/Statutory Merger.

The validity, effect, and interpretation of this instrument shall be controlled specifically by the Business Corporation Law of 1988, and generally by the laws of the Commonwealth of Pennsylvania. The merger of the Constituent Corporations under this Plan and Agreement shall be accomplished in accord with Sections 1922 et. seq. of the Business Corporation Law of 1988, as amended, and the provisions of this Plan and Agreement shall be construed and interpreted in a manner consistent therewith. It is also intended that the merger shall be a "statutory merger" within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, Health Care Florida and Health Care Ltd., pursuant to authority granted by their respective shareholders, have each caused this Plan and Agreement of Merger to be executed by its President, duly attested by its Secretary or Assistant Secretary, on the day and year first written above.

ATTEST:

HEALTH CARE MANAGEMENT
ASSOCIATES, FLORIDA, INC.

Karen E. McCormack By: James McCormack
Printed Name: Printed Name:
Title: Asst Secretary Title: PRES.

ATTEST:

HEALTH CARE MANAGEMENT
ASSOCIATES, LTD.

Karen E. McCormack By: Ray G. Smith
Printed Name: Printed Name:
Title: Asst Secretary Title: Vice President