

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

H07073

FILED
01 MAR -9 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 3-9-01

REF. #: 0150

CORP. NAME: Heart Institute Acquisition Corporation

- | | | |
|--|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☐ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☒ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | ☐ UCC-1 | ☐ UCC-3 |
| ☐ OTHER: _____ | | |

RECEIVED
01 MAR -9 PM 1:34
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 10366 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 500003829145--1
-03/09/01--01090--016
*****78.75 *****78.75

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials ADR
3/12/01 X00789

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEART INSTITUTE ACQUISITION CORPORATION, a Fla corporation
P01000005046

INTO

THE HEART INSTITUTE OF PORT ST. LUCIE, INC., a Florida entity, H07073

File date: March 9, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
HEART INSTITUTE ACQUISITION CORPORATION,
A FLORIDA CORPORATION
WITH AND INTO
THE HEART INSTITUTE OF PORT ST. LUCIE, INC.,
A FLORIDA CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1104 of the Florida Business Corporation Act, Heart Institute Acquisition Corporation, a Florida corporation ("Merging Corporation"), and The Heart Institute of Port St. Lucie, Inc., a Florida corporation (the "Heart Institute"), adopt the following Articles of Merger for the purpose of merging Merging Corporation with and into the Heart Institute (the "Merger") with the Heart Institute as the surviving corporation.

FIRST: The Plan of Merger is attached hereto as Exhibit A and incorporated herein and constitutes a part of these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

THIRD: The Plan of Merger was considered and adopted, and execution and delivery for filing with the Secretary of State of the State of Florida was duly authorized, by the sole shareholder of Merging Corporation pursuant to that certain Unanimous Written Consent of the Sole Shareholder of Merging Corporation dated March 9, 2001, and shareholder approval was not required by Heart Institute pursuant to Section 607.1104 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on this 9th day of March, 2001.

HEART INSTITUTE ACQUISITION CORPORATION

By: 
David E. Wertheimer, President

THE HEART INSTITUTE OF PORT ST. LUCIE, INC.

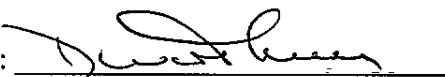
By: 
David E. Wertheimer, President

Exhibit A

**PLAN OF MERGER
OF
HEART INSTITUTE ACQUISITION CORPORATION,
A FLORIDA CORPORATION
WITH AND INTO
THE HEART INSTITUTE OF PORT ST. LUCIE, INC.,
A FLORIDA CORPORATION**

THIS PLAN OF MERGER (this "Plan"), dated as of March 9, 2001, is entered into by and among Heart Institute Acquisition Corporation ("Merging Corporation"), a Florida corporation, and The Heart Institute of Port St. Lucie, Inc. ("Heart Institute"), a Florida corporation, and provides for the merger of Merging Corporation with and into Heart Institute.

WHEREAS, Merging Corporation is the owner of all of the outstanding shares of Heart Institute; and

WHEREAS, Merging Corporation desires to effect the statutory merger of Merging Corporation with and into Heart Institute pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), with Heart Institute to survive such merger; and

WHEREAS, the sole shareholder of Merging Corporation has determined that it is advisable and in the best interest of Merging Corporation and its sole shareholder to merge itself into Heart Institute, with Heart Institute being the surviving corporation, on the terms and conditions set forth in this Plan.

NOW THEREFORE BE IT RESOLVED, that in accordance with Section 607.1104 of the FBCA, Merging Corporation shall be merged into Heart Institute, with Heart Institute being the surviving corporation, and that terms and conditions of such merger (the "Merger"), the mode of carrying into effect, and the manner and basis of converting the shares shall be as follows:

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein by reference.

2. **The Merger.** Upon the terms and conditions hereinafter set forth and pursuant to the provisions of the FBCA, Merging Corporation shall be merged with and into Heart Institute and thereupon the separate existence of Merging Corporation shall cease, and Heart Institute, as the surviving corporation, shall continue to exist under and be governed by the FBCA.

3. **Required Approvals; Filing.** This Plan was considered and adopted by the sole shareholder of Merging Corporation pursuant to that certain Unanimous Written Consent of the sole Shareholder of Merging Corporation dated March 9, 2001 in accordance with the provisions of Sections 607.1101 and 607.1104 of the Florida Business Corporation Act. Merging Corporation will cause Articles of Merger, in compliance with the provisions of applicable law, to be executed and filed with the Secretary of State of the State of Florida.

4. **Effective Date and Time of Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

5. **Articles of Incorporation.** The Articles of Incorporation of Heart Institute as of the Effective Time shall be the amended and restated in the form of Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Bylaws.** The Bylaws of Heart Institute as of the Effective Time shall be the Bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

7. **Officers.** The officers of the surviving corporation after the Merger shall be those of Merging Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the surviving corporation.

8. **Conversion of Shares.** At Effective Time, by virtue of the Merger and without any action on the part of any of the parties: (a) each of the shares of common stock of Merging Corporation shall be cancelled and cease to exist; (b) each issued and outstanding share of Merging Corporation shall be converted into the right to receive one fully paid and non-assessable share of the surviving corporation; (c) each share of Heart Institute that is issued and outstanding immediately prior to the Effective date shall be cancelled and cease to exist; and (d) each person who becomes entitled to receive common stock in the surviving corporation by virtue of the Merger shall be entitled to receive from the surviving corporation, as promptly as practicable after the Effective Time, a certificate representing the number of shares of Heart Institute such person is entitled.

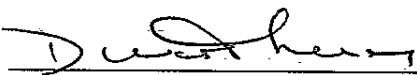
9. **Effect of Merger.** Upon the Effective Time, the surviving corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority of a public as well as a private nature, of each of Merging Corporation and Heart Institute, and all obligations belonging to or due to each of Merging Corporation and Heart Institute, all of which shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all the obligations of Merging Corporation and Heart Institute; any claim existing, or action or proceeding pending, by or against Merging Corporation or Heart Institute, may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the surviving corporation may be substituted in its place; and all the rights of creditors of each of Merging Corporation and Heart Institute shall be preserved unimpaired.

10. **Dissenting Shares.** The sole shareholder of Merging Corporation has waived its dissenters rights pursuant to Section 607.1320 of the FBCA.

11. **Amendment of Plan of Merger.** The sole shareholder of Merging Corporation is authorized to amend this Plan at any time prior to the Effective Time, subject to the FBCA.

IN WITNESS WHEREOF, each of Heart Institute Acquisition Corporation and The Heart Institute of Port St. Lucie, Inc. have caused this Plan of Merger to be executed on the date first above written.

HEART INSTITUTE ACQUISITION CORPORATION

By: 
David E. Wertheimer, President

THE HEART INSTITUTE OF PORT ST. LUCIE, INC.

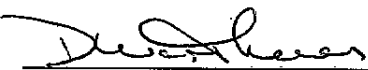
By: 
David E. Wertheimer, President

Exhibit B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE HEART INSTITUTE OF PORT ST. LUCIE, INC.**

**Original Articles of Incorporation
filed with the Florida Secretary of State
on June 8, 1984**

ARTICLE I

The name of the corporation is THE HEART INSTITUTE OF PORT ST. LUCIE, INC.
(the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1700
Southeast Hillmoor Drive, Port St. Lucie, Florida 34952.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common
Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's registered office is 1200 South Pine Island Road
Plantation, FL 33324 and the name of the registered agent at such office is
CF Corporation System.

ARTICLE V

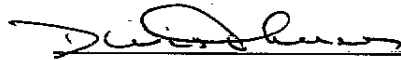
The Corporation shall have no Board of Directors.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and
directors to the fullest extent not prohibited by law in existence either now or hereafter.

The Corporation has one class of capital stock outstanding and the amendment set forth in
these Amended and Restated Articles of Incorporation were adopted by the shareholder of the
Corporation, the number of votes cast being sufficient for approval, by written consent on the 9th
day of March, 2001, pursuant to Section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation this 9th day of March, 2001.



David E. Wertheimer, President