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Division of Corporations

ROGERS, TOWERS

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ST. LUKE'S ENTERPRISES, INC.

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ROGERS TOWERS

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 23, 2004

ST. LUKE'S ENTERPRISES, INC.
4201 BELFORT ROAD
JACKSONVILLE, FL 32216

SUBJECT: ST. LUKE'S ENTERPRISES, INC.
REF: H14620

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DATE OF SIGNING OF THE ARTICLES OF INCORPORATION CAN NOT BE DECEMBER 31, 2004. THIS IS A FUTURE DATE PLEASE CORRECT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Document Specialist

FAX Aud. #: H04000251822
Letter Number: 604A00071300

**ARTICLES OF MERGER
OF
PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.
INTO
ST. LUKE'S ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.**, a Florida corporation, into **ST. LUKE'S ENTERPRISES, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** into **ST. LUKE'S ENTERPRISES, INC.** **ST. LUKE'S ENTERPRISES, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 11:59 p.m. on December 31, 2004 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1104, Florida Statutes, by the Boards of Directors of **ST. LUKE'S ENTERPRISES, INC.** and **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.**, respectively, by resolutions dated December 17, 2004.

4. Pursuant to Section 607.1104, Florida Statutes, shareholder approval was not required for this merger.

5. The mailing, notification, and waiting period requirements of Section 607.1104, Florida Statutes, have been waived by **ST. LUKE'S ENTERPRISES, INC.**, the sole shareholder of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.**

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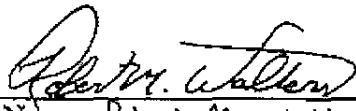
ROGERS TOWERS

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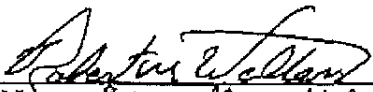
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IN WITNESS WHEREOF, PHYSICIANS' MEDICAL SERVICES OF
JACKSONVILLE, INC., and ST. LUKE'S ENTERPRISES, INC. have caused these Articles
of Merger to be signed in their corporate names effective as of the ^{17th} ~~31st~~ day of December, 2004.

PHYSICIANS' MEDICAL SERVICES OF
JACKSONVILLE, INC.

By: 
Print Name: Robert M. Walters
Its: Vice Chair

ST. LUKE'S ENTERPRISES, INC.

By: 
Print Name: Robert M. Walters
Its: Vice Chair

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EXHIBIT A

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 17th day of December, 2004, pursuant to Section 607.1104, Florida Statutes, for the merger of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.**, a Florida corporation, with and into **ST. LUKE'S ENTERPRISES, INC.**, a Florida corporation. **ST. LUKE'S ENTERPRISES, INC.** is to be the surviving corporation.

BACKGROUND

(1) **ST. LUKE'S ENTERPRISES, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **ST. LUKE'S ENTERPRISES, INC.** are owned by **ST. LUKE'S HOSPITAL ASSOCIATION**, a Florida not-for-profit corporation.

(2) **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** are owned by **ST. LUKE'S ENTERPRISES, INC.**

(3) Economies of operation and savings in administrative expenses can be achieved by merging **ST. LUKE'S ENTERPRISES, INC.** and **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** shall be merged into **ST. LUKE'S ENTERPRISES, INC.** (the "Merger") and the separate corporate existence of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** shall cease and **ST. LUKE'S ENTERPRISES,**

INC. (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (ST. LUKE'S ENTERPRISES, INC. and PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC. are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on December 31, 2004 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of ST. LUKE'S ENTERPRISES, INC. imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of ST. LUKE'S ENTERPRISES, INC. in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of stock of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** into **ST. LUKE'S ENTERPRISES, INC.** pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding appraisal rights, to be paid the fair value of their shares. By the signing of the Certification set forth below, **ST. LUKE'S ENTERPRISES, INC.**, as the sole shareholder of **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.**, hereby expressly waives all mailing and notification requirements with respect to such rights, waives any and all rights to dissent and be paid fair value for its shares, waives any mailing or notification requirements imposed by Section 607.1104, Florida Statutes, and waives any waiting period imposed by Section 607.1104, Florida Statutes, on the filing of Articles of Merger with the Florida Department of State.

7. This Plan of Merger may be abandoned without approval of the shareholders of **ST. LUKE'S ENTERPRISES, INC.** or **PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC.** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **ST. LUKE'S ENTERPRISES, INC.** or **PHYSICIANS' MEDICAL**

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SERVICES OF JACKSONVILLE, INC. followed by written notice to the president of the other corporation party to the Merger.

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CERTIFICATION

ST. LUKE'S ENTERPRISES, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of ST. LUKE'S ENTERPRISES, INC. on the 17th day of December, 2004.

ST. LUKE'S ENTERPRISES, INC.

By: 

Print Name: Robert M. Walters

Its: Vice Chair

PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of PHYSICIANS' MEDICAL SERVICES OF JACKSONVILLE, INC. on the 17th day of December, 2004.

PHYSICIANS' MEDICAL SERVICES OF
JACKSONVILLE, INC.By: 

Print Name: Robert M. Walters

Its: Vice Chair