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MERGER OR SHARE EXCHANGE

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GRIMES GOEBEL

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
West Dade Pediatrics, Inc. 7100 W. 20th Ave., #608 Hialeah, Florida 33016	Florida	S Corporation

Florida Document/Registration Number: P93000003609

FEI Number: 650380969

West Dade Pediatrics, P.L. 7100 W. 20th Ave., #608 Hialeah, Florida 33016	Florida	Professional Limited Liability Co.
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Florida Document/Registration Number: L02000032790

FEI Number: 650380969

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
West Dade Pediatrics, P.L. 7100 W. 20th Ave., #608 Hialeah, Florida 33016	Florida	Professional Limited Liability Co.

Florida Document/Registration Number: L02000032790

FEI Number: 650380969

THIRD: The attached Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the provisions of Chapter 607 and 621, Florida Statutes.

FOURTH: The attached Plan of Merger could not be approved by any domestic partnership in accordance with the applicable provisions of chapter 620, Florida Statutes as none are parties to the merger hereto.

FIFTH: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of chapter 608 and 621, Florida Statutes.

SIXTH: The attached Plan of Merger can not be approved by any other business entity as none are a party to the merger hereto.

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SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the operating agreement or articles of organization of any limited liability company that is a party to the merger.

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

NINTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

TENTH: Signatures



DATED the 4 day of Dec, 2003.

Name of Entity

Signature

Typed Name of Individual



West Dade Pediatrics, Inc.

Julio Egusquiza, President

Maria V. Egusquiza, Vice President

West Dade Pediatrics, P.L.

Julio Egusquiza, Member

Maria V. Egusquiza, Member

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1108, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with sections 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
West Dade Pediatrics, Inc.	Florida
West Dade Pediatrics, P.L.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
West Dade Pediatrics, P.L.	Florida

THIRD: The terms and conditions of the merger are as follows:

West Dade Pediatrics, Inc. operates a medical practice in Dade County, Florida. The shareholders of West Dade Pediatrics, Inc. wish to transfer that medical practice to West Dade Pediatrics, P.L.. The Members of West Dade Pediatrics, P.L. are identical to the shareholders in West Dade Pediatrics, Inc. and will hold a Membership Interest in West Dade Pediatrics, P.L. equal to the respective percent of shares held in West Dade Pediatrics, Inc.

West Dade Pediatrics, Inc. will cease to exist as provided for in Florida Statute and West Dade Pediatrics, P.L. will be the surviving entity. The Operating Agreement, as executed by all the members of West Dade Pediatrics, P.L., which may be amended from time to time, will govern the manner in which the company will operate and will identify the persons charged with same.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or the securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Upon merger of West Dade Pediatrics, Inc. into West Dade Pediatrics, P.L., the outstanding shares of West Dade Pediatrics, Inc., will cease to exist and all interest therein will be terminated.

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Upon merger of West Dade Pediatrics, Inc. into West Dade Pediatrics, P.L., the outstanding shares of West Dade Pediatrics, Inc., will cease to exist and all interest therein will be terminated.

FIFTH: The names and addresses of the members of the surviving professional limited liability company are as follows:

Julio Egusquiza:
3220 SW 107 Avenue
Miami, Florida 33165

and

Marja V. Egusquiza:
3220 SW 107 Avenue
Miami, Florida 33165

DATED this 4 day of Dec, 2003.

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