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MERGER OR SHARE EXCHANGE

Gastroenterology & Nutrition Specialists, P.L.

Certificate of Status	0
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60.00

L02-35132

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**ARTICLES OF MERGER OF
GASTROENTEROLOGY & NUTRITION SPECIALISTS, P.A.
WITH AND INTO
GASTROENTEROLOGY & NUTRITION SPECIALISTS, P.L.**

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Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Gastroenterology & Nutrition Specialists, P.A., a Florida corporation ("Gastroenterology"), with and into Gastroenterology & Nutrition Specialists, P.L., a Florida professional limited liability company established as a corporation for federal tax purposes (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. Gastroenterology shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of Gastroenterology with and into the LLC, the separate existence of Gastroenterology shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger. The LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Gastroenterology, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with Gastroenterology, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Gastroenterology, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Gastroenterology, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against Gastroenterology or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for Gastroenterology.

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3. The manner and basis of converting the shares of Gastroenterology into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Gastroenterology, issued and outstanding shall be converted into a one-tenth percent (.1%) membership interest of the LLC. The total consideration that the shareholders of Gastroenterology shall receive for the one thousand (1,000) shares of outstanding \$1.00 par value common stock of Gastroenterology shall be one hundred percent (100%) of all membership interest of the LLC.

4. The Managing Member of the LLC shall be M. Asif Mohiuddin, whose business address is 514 W. Columbia Street, Ste. 2, Orlando, Florida 32805.

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by Gastroenterology in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 30 day of December, 2002.

ARTICLE III - EFFECTIVE DATE

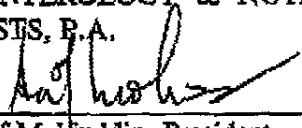
The effective date of the merger shall be January 1, 2003,

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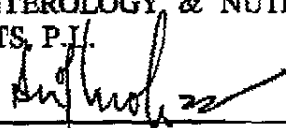
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DATED this 30 day of December, 2002.

GASTROENTEROLOGY & NUTRITION
SPECIALISTS, P.A.

By: 
M. Asif Mohiuddin, President

GASTROENTEROLOGY & NUTRITION
SPECIALISTS, P.A.

By: 
M. Asif Mohiuddin, Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GASTROENTEROLOGY & NUTRITION SPECIALIST, P.A., a Florida entity,
P01000065168

into

GASTROENTEROLOGY & NUTRITIOUS SPECIALIST, P.L., a Florida entity
L02000035132

File date: December 30, 2002 , effective January 1, 2003

Corporate Specialist: Tammi Cline