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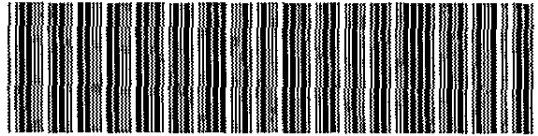
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- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
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- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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**ARTICLES OF MERGER OF VARADERO MEDICAL CENTER, CORP. and
VARADERO MEDICAL CENTER OF MIAMI, LLC**

Pursuant to 607.1109 of the Florida Business Corporation Act ("Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act") **VARADERO MEDICAL CENTER, CORP.** and **VARADERO MEDICAL CENTER OF MIAMI, LLC**, Florida corporation and Florida limited liability company, respectively, adopt this Articles of Merger.

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

- A. **VARADERO MEDICAL CENTER, CORP.**, a Florida corporation
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: P96000029803
FEI Number: 650655830
- B. **VARADERO MEDICAL CENTER OF MIAMI, LLC**, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: L03000018840
FEI Number: 432018393

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

VARADERO MEDICAL CENTER OF MIAMI, LLC, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: L03000018840
FEI Number: 432018393

3. The Agreement and Plan of Merger dated October 20, 2004 (the "Plan of Merger"), between **VARADERO MEDICAL CENTER, CORP.** and **VARADERO MEDICAL CENTER OF MIAMI, LLC** was on October 20, 2004 approved and adopted unanimously by the Board of Directors and Shareholders of **VARADERO MEDICAL CENTER, CORP.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The Agreement and Plan of Merger dated October 20, 2004 ("Plan of Merger"), between **VARADERO MEDICAL CENTER, CORP.** and **VARADERO MEDICAL CENTER OF MIAMI, LLC** was on October 20, 2004 approved and adopted unanimously by the Member- Managers of **VARADERO MEDICAL CENTER OF MIAMI, LLC** in accordance with 608.4381(1) the LLC Act.

5. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.


6. The merger is permitted under the Florida law and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

7. Pursuant to s.608.4382(1)(f) of the LLC Act, the date and time of the effectiveness of the Merger shall be on the later of October 20, 2004 or the date of filing of these Articles of Merger with the Secretary of State of Florida.

8. These Articles of Merger comply with and were executed in accordance with Florida law.


In witness whereof the parties have set their hands this on October 20, 2004.

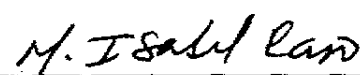
VARADERO MEDICAL CENTER, CORP.

By: 
PEDRO CARO, PRESIDENT

By: 
WITNESS

VARADERO MEDICAL CENTER OF MIAMI, LLC

By: 
PEDRO CARO, MANAGER

By: 
WITNESS

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated October 20, 2004 by and among **VARADERO MEDICAL CENTER, CORP.** and **VARADERO MEDICAL CENTER OF MIAMI, LLC** (referred to collectively as the "Parties"), a Florida corporation and limited liability company respectively. This Plan of Merger was adopted and approved by the Parties in accordance with 607.1107 of the Florida Business Corporation Act (the "Act") and 608.4382 of the Florida Limited Liability Company Act ("LLC Act"), and is being submitted in accordance with 607.1108 Of the Act and 608.438 of the LLC Act.

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the later of October 20, 2004 or the date of filing of these Articles of Merger with the Secretary of State of Florida.

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

A. **VARADERO MEDICAL CENTER, CORP.**, a Florida corporation
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: P96000029803
FEI Number: 650655830

B. **VARADERO MEDICAL CENTER OF MIAMI, LLC**, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: L03000018840
FEI Number: 432018393

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

VARADERO MEDICAL CENTER OF MIAMI, LLC, a Florida limited liability company
5850 W. Flagler St., Miami, FL 33144
Florida Document Registration Number: L03000018840
FEI Number: 432018393

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

1. On the Effective Date, **VARADERO MEDICAL CENTER, CORP.** and **VARADERO MEDICAL CENTER OF MIAMI, LLC** desire to merge, with **VARADERO MEDICAL CENTER OF MIAMI, LLC** as the surviving party. The separate existence of **VARADERO MEDICAL CENTER, CORP.** shall cease at the

Effective Date and the existence of **VARADERO MEDICAL CENTER OF MIAMI, LLC** shall continue unaffected and unimpaired by the Merger With all the rights, privileges, immunities, and franchises, of a public as well as of a private nature and subject to all the duties and liabilities of **VARADERO MEDICAL CENTER OF MIAMI, LLC**.

2. This Agreement and Plan of Merger has been approved and adopted unanimously by the Board of Directors and Shareholders of **VARADERO MEDICAL CENTER, CORP.** in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Agreement and Plan of Merger has been approved and adopted by the sole Member- Manager of **VARADERO MEDICAL CENTER OF MIAMI, LLC** in accordance with 608.4381(1) of the LLC Act.

4. At the Effective Date, **VARADERO MEDICAL CENTER OF MIAMI, LLC** shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature of **VARADERO MEDICAL CENTER, CORP.**, including by way of example title to all property, real, personal and mixed, and shall be responsible and liable for all their liabilities and obligations of **VARADERO MEDICAL CENTER, CORP.**, all as more particularly set forth in the Act.

ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **VARADERO MEDICAL CENTER, CORP.** into membership interest in **VARADERO MEDICAL CENTER OF MIAMI, LLC** shall be as follows:

Prior to the Effective Date of the Merger, PEDRO CARO holds 100% of the common shares of **VARADERO MEDICAL CENTER, CORP.** and 100% of the membership interest of **VARADERO MEDICAL CENTER OF MIAMI, LLC**.

As of the Effective Date of the Merger, PEDRO CARO will hold 100% of the membership interest of **VARADERO MEDICAL CENTER OF MIAMI, LLC**.

Accordingly, each of the common shares of **VARADERO MEDICAL CENTER, CORP.** held by PEDRO CARO shall, by virtue of the Merger be converted into an equal percentage of membership interests in **VARADERO MEDICAL CENTER OF MIAMI, LLC**.

ARTICLE IV ASSIGNMENT

If at any time **VARADERO MEDICAL CENTER, CORP.** shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in **VARADERO MEDICAL CENTER OF MIAMI, LLC** the title to any property or rights of **VARADERO MEDICAL CENTER, CORP.**, or to otherwise carry out the provisions of this Plan, the proper officers and directors of **VARADERO MEDICAL CENTER, CORP.** as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **VARADERO MEDICAL CENTER OF MIAMI, LLC**.

ARTICLE V AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of **VARADERO MEDICAL CENTER, CORP.** and the Member-Manager of **VARADERO MEDICAL CENTER OF MIAMI, LLC** by unanimous action may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VI TERMINATION

This Merger pursuant to this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of **VARADERO MEDICAL CENTER, CORP.** and the Member-Manager of **VARADERO MEDICAL CENTER OF MIAMI, LLC** by unanimous action. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability be reason of this Plan or the termination of this Plan on the part of the Corporations, or their Directors, officers, employees, agents, or shareholders, or upon the Limited Liability Company. Its managers and members.


ARTICLE VII MANAGING MEMBER OF SURVIVING LIMITED LIABILITY COMPANY

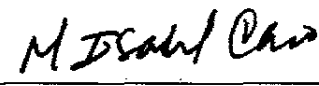
The name and mailing address of the Member-Manager of **VARADERO MEDICAL CENTER OF MIAMI, LLC**, is:

PEDRO CARO, 5850 W. Flagler St., Miami, FL 33144.


In witness whereof the parties have set their hands on October 20, 2004. .

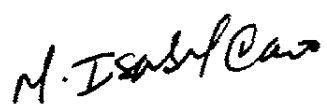
VARADERO MEDICAL CENTER, CORP.

By: 
PEDRO CARO, PRESIDENT

By: 
WITNESS

VARADERO MEDICAL CENTER OF MIAMI, LLC

By: 
PEDRO CARO, MANAGER

By: 
WITNESS