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**Florida Department of State
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**MERGER OR SHARE EXCHANGE
AMERICAN HEALTHCARE HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$68.75

CF \$60.00
CC 30.00
90.00

Please give the filing date as of December 15, 2011 when the original filing was submitted to the State. Please refer to attached fax confirmation page following this fax cover sheet.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
U.S.M.D., LLC
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382 of the Florida Statutes.

FIRST: American Healthcare Holdings, Inc., a Delaware corporation is the surviving corporation ("Surviving Corporation").

SECOND: U.S.M.D., LLC, a Florida limited liability company is the merging party ("USMD").

THIRD: The attached plan of merger has been approved, adopted, certified, executed, and acknowledged by USMD in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by the Surviving Corporation in accordance with the applicable laws of the State of Delaware.

FIFTH: The effective date of this Certificate of Merger shall be December 31, 2011 at 11:59 p.m. EST.

SIXTH: An executed copy of the Merger Agreement is on file at the principal office and place of business of the Surviving Corporation, located at 125 High Street, 14th Floor, Boston, Massachusetts 02110.

SEVENTH: The Surviving Corporation agrees to pay to any members with appraisal rights the amount to which such members are entitled under Section 608.4351 through Section 608.43595 of the Florida Statutes.

EIGHTH: The Surviving Corporation appoints the Secretary of State of the State of Florida as its agent for service of process pursuant to Section 608.4382 of the Florida Statutes, in any proceeding to enforce any obligations of USMD, including any appraisal rights of its members under Section 608.4351 through Section 608.43595 of the Florida Statutes.

NINTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

TENTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the effective time of the merger shall be the certificate of incorporation of the surviving corporation.

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IN WITNESS WHEREOF, American Healthcare Holdings, Inc. and U.S.M.D., LLC have caused this Certificate of Merger to be signed by an authorized officer or person, on the twelfth day of December, 2011.

**AMERICAN HEALTHCARE HOLDINGS, INC., a
Delaware corporation**



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc.

**U.S.M.D., LLC, a Florida limited liability
company**



By: Henrik Crüger
Authorized Signatory of American Healthcare
Holdings, Inc., its sole Manager, and its sole
Member

**AGREEMENT AND PLAN OF MERGER
MERGING
U.S.M.D., LLC
WITH AND INTO
AMERICAN HEALTHCARE HOLDINGS, INC.**

DATED AS OF DECEMBER 12, 2011

This Agreement and Plan of Merger has been prepared in accordance with Section 608.438 of the Florida Limited Liability Company Act ("FLCA") and Section 264 of the Delaware General Corporation Law ("GCL").

1. **The Merger; Surviving Corporation.** U.S.M.D., LLC., a Florida limited liability company ("U.S.M.D."), shall be merged with and into American Healthcare Holdings, Inc., a Delaware corporation (the "Company") (the transaction referred to as the "Merger"), and thereupon the separate existence of U.S.M.D. shall cease, and the Company, as the surviving corporation, shall continue to exist and be governed by the Delaware General Corporation Law.

2. **Effective Time of Merger; Rights and Obligations.** The Merger shall be effective as of December 31, 2011 at 11:59 p.m. EST (the "Effective Date"). As of the Effective Date, the Company shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal, and mixed), restrictions, disabilities, duties, and debts of the Company and U.S.M.D..

3. **Certificate of Incorporation; Bylaws.**

(a) The Certificate of Incorporation of the Company that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Company as of and after the Effective Date.

(b) The Bylaws of the Company that are in effect immediately prior to the Effective Date shall be the Bylaws of the Company as of and after the Effective Date.

4. **Directors and Officers.** The directors of the Company immediately prior to the Effective Date shall be the directors of the Company, and the officers of the Company immediately prior to the Effective Date shall be the officers of the Company as of and after the Effective Date; in each case, such directors and officers shall serve until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and the Bylaws of the Company, or until their earlier resignation or removal.

5. **Membership Interest Conversion.** As of the Effective Date, each membership interest in U.S.M.D. outstanding immediately prior to the Effective Date shall automatically be canceled by virtue of the Merger and without any additional action on the part of the Company or U.S.M.D..

6. **Further Assurance of Title.** From time to time, as and when requested by the Company or by its successors and assigns, there shall be executed and delivered on behalf of U.S.M.D. such deeds and other instruments, and there shall be taken or caused to be taken by it

such further and other action, as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in the Company the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of U.S.M.D. and otherwise carry out the purposes of this Agreement and Plan of Merger, and the directors and appropriate officers of the Company is fully authorized in the name and on behalf of U.S.M.D. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

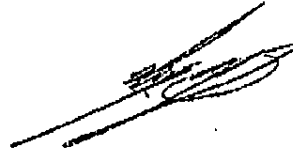
7. **Prior Corporate Acts.** All corporate acts, plans, policies, contracts, approvals, and authorizations of each of U.S.M.D. and the Company, their stockholders, boards of directors, committees elected or appointed by the boards of directors, officers, and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the Company and shall be as effective and binding thereon as the same were with respect to each of U.S.M.D. and the Company. On the Effective Date, the employees and agents of U.S.M.D. shall become the employees and agents of the Company and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of each of U.S.M.D..

This Agreement and Plan of Merger was adopted and approved by the Board of Directors of the Company by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of Company, dated as of December 12, 2011.

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IN WITNESS WHEREOF, the undersigned officers of the Company and U.S.M.D. acknowledge that the facts stated herein are true.

**AMERICAN HEALTHCARE HOLDINGS, INC., a
Delaware corporation**



By: Henrik Crüger
Authorized Signatory

**U.S.M.D., LLC, a Florida limited liability
company**



By: Henrik Crüger
Authorized Signatory

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