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5/24/2011 4:21 PM FROM: James J. Flick Law Office of James J. Flick, P.L. TO: +1 (850) 617-6380 PAGE: 002 OF 007

Division of Corporations

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MERGER OR SHARE EXCHANGE

Central Florida Pediatric Intensive Care Specialists

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

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**CERTIFICATE OF MERGER
OF
NIGHT LITE PEDIATRIC CENTER, LLC
AND**

CENTRAL FLORIDA PEDIATRIC INTENSIVE CARE SPECIALISTS, LLC

The following Certificate of Merger is being submitted in accordance with Florida Statutes Section 608.4382.

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>
1. Night Lite Pediatric Center, LLC 844 N. Thornton Avenue Orlando, FL 32803	Florida	Limited Liability Company
Florida Document/Registration Number: L02000028969		FEI Number: 27-0034858
2. Central Florida Pediatric Intensive Care Specialists, LLC 844 N. Thornton Avenue Orlando, FL 32803	Delaware	Limited Liability Company

Florida Document/Registration Number: M05000003364

FEI Number: 59-3213412

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>
Central Florida Pediatric Intensive Care Specialists, LLC 844 N. Thornton Avenue Orlando, FL 32803	Delaware	Limited Liability Company

Florida Document/Registration Number: M05000003364

FEI Number: 59-3213412

THIRD: The attached Plan of Merger meets the requirements of Florida Statutes Section 608.438, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608 of the Florida Statutes.

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FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the state of Delaware.

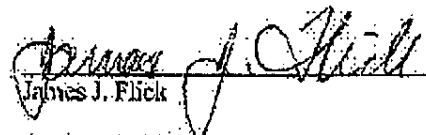
FIFTH: The surviving entity agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under Florida Statutes Section 608.4384.

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

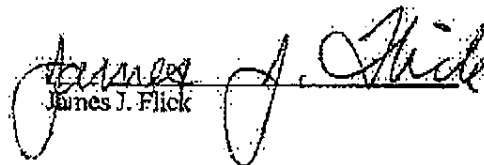
SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

EIGHTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, I have signed this Certificate as an authorized representative of a Member of Night Lite Pediatric Center, LLC and acknowledge it to be my act this 18 day of May, 2011.


James J. Flick

IN WITNESS WHEREOF, I have signed this Certificate as an authorized representative of a Member of Central Florida Pediatric Intensive Care Specialists, LLC and acknowledge it to be my act this 18 day of May, 2011.


James J. Flick

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**PLAN OF MERGER
OF
CENTRAL FLORIDA PEDIATRIC INTENSIVE CARE SPECIALISTS, LLC
AND
NIGHT LITE PEDIATRIC CENTER, LLC**

This Plan of Merger is entered into by and between Central Florida Pediatric Intensive Care Specialists, LLC and Night Lite Pediatric Center, LLC on this 31 day of October, 2005.

RECITALS:

A. Central Florida Pediatric Intensive Care Specialists, LLC is a limited liability company organized and existing under the laws of the State of Delaware, with its principal office at 844 N. Thornton Avenue, Orlando, Florida 32803.

B. Night Lite Pediatric Center, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 844 N. Thornton Avenue, Orlando, Florida 32803.

C. Central Florida Pediatric Intensive Care Specialists, LLC and Night Lite Pediatric Center, LLC have each elected to be taxed as an S corporation.

E. The Managers and members of Central Florida Pediatric Intensive Care Specialists, LLC and the Managers and members of Night Lite Pediatric Center, LLC deem it desirable and in the best business interests of the business entities and their members that Night Lite Pediatric Center, LLC be merged into Central Florida Pediatric Intensive Care Specialists, LLC pursuant to the provisions of Florida Statutes Section 608.438 and Title 6, Section 18-209 of the Delaware Limited Liability Company Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties agree as follows:

Section 1. Merger. Night Lite Pediatric Center, LLC shall merge with and into Central Florida Pediatric Intensive Care Specialists, LLC, which shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed limited liability company shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed limited liability company, without the necessity for any separate transfer. The surviving entity shall then be responsible and liable for all liabilities and obligations of the absorbed limited

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liability company, and neither the rights of creditors nor any liens on the property of the absorbed limited liability company shall be impaired by the merger.

Section 3. Conversion of Membership Interests. The manner and basis of converting the membership interests of the absorbed limited liability company into membership interests of the surviving entity is as follows:

(a) Each one percent (1%) unit of the membership interests of Night Lite Pediatric Center, LLC issued and outstanding on the effective date of the merger shall be converted into a one percent (1%) unit of the membership interest in Central Florida Pediatric Intensive Care Specialists, LLC, Series B, which membership interests of the surviving entity shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for membership interests in the absorbed limited liability company shall surrender them to the surviving entity or its duly appointed agent, in the manner that the surviving entity shall legally require. On receipt of the membership interests, the surviving entity shall issue and exchange certificates for membership interests in the surviving entity, representing the percentage of membership interests to which the holder is entitled as provided above.

Section 4. Changes in Articles of Organization. The Articles of Organization of the surviving entity shall continue to be its Articles of Organization following the effective date of the merger.

Section 5. Changes in Operating Agreement. The Operating Agreement of the surviving entity shall continue to be its Operating Agreement following the effective date of the merger.

Section 6. Managers. The names and addresses of the Manager of the surviving entity are:

Ayodeji Otegbeye, Vivek Desai, and Oludapo Soremi, all having an address at 880 N. Thornton Avenue, Orlando, Florida 32803.

Section 7. Prohibited Transactions. Neither of the parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section 8. Approval by Members. This plan of merger shall be submitted for the approval of the members of Central Florida Pediatric Intensive Care Specialists, LLC and the members of Night Lite Pediatric Center, LLC in the manner provided by the applicable laws of the States of Florida and Delaware at meetings to be held on or before October 15, 2005 or at such other time as to which the managers of the parties may agree.

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Section 9. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are file with the Florida Department of State.

Section 10. Abandonment of Merger. This plan of merger may be abandoned by action of the managers of Central Florida Pediatric Intensive Care Specialists, LLC or the managers of Night Lite Pediatric Center, LLC at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the members of Central Florida Pediatric Intensive Care Specialists, LLC or the members of Night Lite Pediatric Center, LLC on or before October 15, 2005; or

(b) If, in the judgment of the managers of Central Florida Pediatric Intensive Care Specialists, LLC or the managers of Night Lite Pediatric Center, LLC, the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

Section 11. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their managers pursuant to the authorization of their respective managers on the date first above written.

In the presence of:

Central Florida Pediatric Intensive Care Specialists, LLC

Vivek Desai
print:

Vivek Desai
Vivek Desai, Manager

Night Lite Pediatric Center, LLC

Vivek Desai
print:

Vivek Desai
Vivek Desai, Manager

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