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Division of Corporations

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MERGER OR SHARE EXCHANGE

Primary Care Associates of North Palm Beach, LLC

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CERTIFICATE OF MERGER

OF

PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, L.C. - L98-1182

WITH AND INTO

PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, LLC - m06-5134

Pursuant to the provisions of Sections 608.4382 and 608.4383 of the Florida Limited Liability Company Act, the undersigned hereby certify that:

1. Primary Care Associates of North Palm Beach, L.C., a Florida limited liability company (the "Constituent Company") shall be merged with and into Primary Care Associates of North Palm Beach, LLC, a Delaware limited liability company (the "Surviving Company"), which shall be the surviving company (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of September 27, 2006, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Company and the Surviving Company in accordance with Sections 608.4381 and 608.4382 of the Florida Limited Liability Company Act and Section 18-209 of the Delaware Limited Liability Company Act, and approved by a majority of the members of the Constituent Company and a majority of the members of the Surviving Company by respective written consents dated as of September 26, 2006.

3. The address of the principal office of the Surviving Company is 319 Coral Way, Suite 303, Coral Gables, Florida 33145.

4. The Surviving Company agrees to promptly pay the dissenting members of the Constituent Company the amount, if any, to which such dissenting members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

5. The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized officers and an authorized person on behalf of the limited liability company as of the day and year first above written.

Primary Care Associates of North Palm Beach,
L.C., a Florida limited liability company

By: 

Name: Jose L. Thomas, M.D.
Title: President

Primary Care Associates of North Palm Beach,
LLC, a Delaware limited liability company

By: _____

Name: Martin Chavez
Title: Manager

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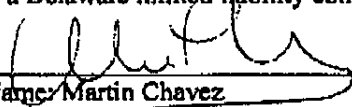
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IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized officers and an authorized person on behalf of the limited liability company as of the day and year first above written.

Primary Care Associates of North Palm Beach,
L.C., a Florida limited liability company

By: _____
Name: Jose Armas, M.D.
Title: President

Primary Care Associates of North Palm Beach,
LLC, a Delaware limited liability company

By:  _____
Name: Martin Chavez
Title: Manager

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Exhibit A

Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER
OF
PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, L.C.
AND
PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, LLC**

This Agreement and Plan of Merger (this "Plan of Merger") dated as of September 27, 2006 is made by and between PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, L.C., a Florida limited liability company (the "Constituent Company"), and PRIMARY CARE ASSOCIATES OF NORTH PALM BEACH, LLC, a Delaware limited liability company (the "Company" or the "Surviving Company").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act, pursuant to the terms of a Contribution and Merger Agreement (the "Merger Agreement"), the Constituent Company shall be merged with and into the Company, which shall be the surviving entity (the "Merger") and the separate existence of the Constituent Company shall cease. The Company shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Company in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Company shall be vested in the Surviving Company without further act. All obligations due to the Constituent Company shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Company existing as of the Effective Date.

2. The Certificate of Formation of the Company as in effect on the Effective Date shall remain in effect and be the Certificate of Formation of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law.

3. The Initial Operating Agreement of the Company as in effect on the Effective Date shall remain in effect and be the operating agreement of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law and such operating agreement.

4. From and after the Effective Date, the Managers of the Company immediately prior to the Effective Date shall be the Managers of the Surviving Company. The Managers of the Company and their business addresses are as follows:

Martin Chavez
85 Broad Street
New York, NY 10005

Kevin Jordan
85 Broad Street
New York, NY 10005

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TALLAHASSEE, FLORIDA

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5. On the Effective Date, all of the interests of the members of the Constituent Company outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the respective holders thereof, become and be converted into the right to receive in cash its pro rata share of the purchase price for such membership interests as set forth in the Merger Agreement (the "Merger Consideration").

6. The Merger shall become effective on the day that both the Articles of Merger are filed with the Secretary of State of the State of Florida and the Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "Effective Date").

7. At the effective time of the Merger, each member of the Constituent Company shall receive such member's share of the then distributable Merger Consideration and each such member shall also be entitled to receive deferred payments, from time to time, with respect to any additional amounts of Merger Consideration that subsequently become distributable in accordance with the terms of the Merger Agreement, if any.

8. The proper officers of the Constituent Company and the Surviving Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

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IN WITNESS WHEREOF, the Constituent Company and the Company have caused this Plan of Merger to be signed by their respective authorized officers.

PRIMARY CARE ASSOCIATES OF NORTH
PALM BEACH, L.C., a Florida limited liability
company

By: 

Name: Jose Armas

Title: Chief Executive Officer

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PRIMARY CARE ASSOCIATES OF NORTH
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company

By: 
Name: Martin Chavez
Title: Manager

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