

M35675

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## MERGER OR SHARE EXCHANGE

LEON MEDICAL CENTERS, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LEON HOLDINGS, INC., a Florida corporation, document number  
P93000060548

INTO

**LEON MEDICAL CENTERS, INC.,** a Florida entity, M35675

File date: December 29, 2000

Corporate Specialist: Karen Gibson

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Date: January 5, 2001  
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Originator: Debra Palmisano, Legal Assistant Ext. 305.577. 4733

Special Messages: Attached is the correct merger document as specified in your letter of January 2, 2001. WE MUST HAVE THE FILING DATE BACK DATED TO 12/29/2000. Many thanks for your assistance.

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 2, 2001

LEON MEDICAL CENTERS, INC.  
101 SW 27TH AVENUE  
MIAMI, FL 33135US

SUBJECT: LEON MEDICAL CENTERS, INC.  
REF: M35675

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SINCE ARTICLE I OF THE ARTICLES OF MERGER REFERS TO THE PLAN BEING ATTACHED AS "APPENDIX A", THE PLAN SHOULD BE LABELLED "APPENDIX A".

IF YOU WISH TO HAVE THIS FILING BACKDATED TO 12/29/2000, IT MUST BE REQUESTED IN YOUR COVER LETTER.

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Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000067534  
Letter Number: 801A00000019

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

OF

LEON HOLDINGS, INC.  
(a Florida corporation)

AND

LEON MEDICAL CENTERS, INC.  
(a Florida corporation)

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TALLAHASSEE, FLORIDA

These ARTICLES OF MERGER, provide for the merger of Leon Holdings, Inc., a Florida corporation ("Leon Holdings"), with and into Leon Medical Centers, Inc., a Florida corporation ("Leon Medical"), which shall be the surviving corporation.

ARTICLE I - PLAN OF MERGER

The plan of merger pursuant to which Leon Holdings will be merged with and into Leon Medical is set forth in the Plan of Merger, dated December 29, 2000 (the "Plan of Merger Agreement"), a copy of which is attached hereto as Appendix A.

ARTICLE II - EFFECTIVE DATE

The merger of Leon Holdings with and into Leon Medical shall be effective as of the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved and adopted by the sole shareholder of Leon Holdings by written consent dated as of December 29, 2000 pursuant to Section 607.0704 of the Florida Business Corporation Act.

The Plan of Merger was approved and adopted by the sole shareholder of Leon Medical by written consent dated as of December 29, 2000 pursuant to Section 607.0704 of the Florida Business Corporation Act.

Dated: December 29, 2000.

LEON MEDICAL CENTERS, INC.

By:   
Name: Benjamin Leon, Jr.  
Title: President

LEON HOLDINGS, INC.

By:   
Name: Benjamin Leon, Jr.  
Title: President

APPENDIX "A"**PLAN OF MERGER**

of

**LEON HOLDINGS, INC.**  
a Florida corporation

with and into

**LEON MEDICAL CENTERS, INC.**  
a Florida corporation

1. The names of the corporations planning to merge are Leon Holdings, Inc., a Florida corporation ("Leon Holdings"), and Leon Medical Centers, Inc., a Florida corporation ("Leon Medical").
2. The surviving corporation will be Leon Medical.
3. The merger will be effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"). The identity, existence, purposes, powers, franchises, rights, and immunities of Leon Medical shall continue unaffected and unimpaired by the merger. The identity, existence, purposes, powers, franchises, rights, and immunities of Leon Holdings shall be merged with and into Leon Medical, and the separate existence of Leon Holdings, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the merger.
4. The issued and outstanding shares of Leon Medical will not be effected by the merger.
5. The rights to acquire shares of Leon Medical will not be effected by the merger.
6. The manner and basis of converting the shares of Leon Holdings shall be as follows:
  - (a) The sole shareholder of Leon Holdings shall receive 1,826.27 shares of the common stock of Leon Medical in exchange for each share of Leon Holdings; and
  - (b) All right, title, and interest in the shares of Leon Holdings that are issued and outstanding immediately prior to the Effective Date of the merger shall, by virtue of the merger, be cancelled.
7. Articles of Incorporation: Bylaws. The Articles of Incorporation and the Bylaws of Leon Medical will not change as a result of this merger. Such Articles of Incorporation and Bylaws shall govern the surviving corporation.

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Dated: December 29, 2000

LEON HOLDINGS, INC.

By:   
Name: Benjamin Leon, Jr.  
Title: President

LEON MEDICAL CENTERS, INC.

By:   
Name: Benjamin Leon, Jr.  
Title: President