

M76 776

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100002726021--4
-12/30/98--01034--015
*****70.00 *****70.00

CORPORATION(S) NAME

South Florida Physicians Services, Inc.

Merging into:

Coral Gables Hospital Partners, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 12/18/98
Availability _____
Document _____
Examiner ADP 12/30/98

Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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FILED

98 DEC 18 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 18 AM 8:15

*00308, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTH FLORIDA PHYSICIANS SERVICES, INC, a Florida corp.
P93000037908

INTO

CORAL GABLES HOSPITAL PARTNERS, INC., a Florida corporation,
M76776.

File date: December 18, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 21, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: CORAL GABLES HOSPITAL PARTNERS, INC.
Ref. Number: M76776

We have received your document for CORAL GABLES HOSPITAL PARTNERS, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

Please file Articles of Merger according to Chapter 607.1101 and 607.1105. The merger that you submitted is for cross-entity mergers only.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 498A00059690

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DEPT. OF STATE
CORPORATION SYSTEM
DEC 23 1998

File First

and Please back-date

Thurs

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Coral Gables Hospital Partners, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>South Florida Physicians Services, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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98 DEC 18 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 6/20/97.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 6/20/97.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Coral Gables Hospital

Partners, Inc.

South Florida Physicians

Services, Inc.

A. B. Nixon

Lawrence G. Hixon, Vice President

L.B. Dixon

Lawrence G. Hixon, Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Coral Gables Hospital Partners, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>South Florida Physicians Services, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

n/a

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

n/a

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and dated as of May 31, 1997, between Coral Gables Hospital Partners, Inc., a Florida corporation (the "Surviving Corporation"), and South Florida Physicians Services, Inc., a Florida corporation (the Merging Corporation):

RECITALS

A. The Merging Corporation desires to merge into the Surviving Corporation and such merger has been approved by the sole director and sole shareholder of each of the Merging Corporations; and

B. The Surviving Corporation desires to have the Merging Corporation merge into the Surviving Corporation and such merger has been approved by the sole director and the sole shareholder of the Surviving Corporation;

NOW, THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger. The Merging Corporation hereby merges with and into the Surviving Corporation.

2. Certificates of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation following the merger.

3. Conversion of Shares. The manner of converting the outstanding shares of the capital stock of the Merging Corporation into the shares or other securities of the Surviving Corporation shall be as follows:

- (a) At the effective date of the merger, all of the issued and outstanding shares of the common stock of the Surviving Corporation shall be held by OrNda Hospital Corporation ("OHC"), and each certificate held by OHC evidencing ownership of any and all of such shares shall evidence the ownership of the same number of shares of common stock of the Surviving Corporation as was the case prior to the merger.
- (b) At the effective date of the merger, all of the issued and outstanding shares of

common stock of the Merging Corporation, all of which are held by the parent corporation indicated in Exhibit A, shall be delivered to such Merging Corporation

4. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:

- (a) The bylaws of the Surviving Corporation as they may exist on the effective date of the merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The sole director and officers of the Surviving Corporation shall continue in office until the next annual meeting of sole shareholder or until his successor otherwise shall have been elected and qualified.
- (c) The merger shall become effective upon the filing of this Agreement with the Secretary of State of Florida, pursuant to the General Corporation Laws of the States of Florida, following (1) approval of this Agreement by the sole director and sole shareholder of the Surviving Corporation and Merging Corporation, and (2) waiver by the sole director and sole shareholder of the Merging Corporation of the mailing of a copy of this Agreement.
- (d) Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights and every other interest of the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merging Corporation. The Merging Corporation hereby agree from time to time, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver or cause to be executed and delivered all such documents, instruments, agreements, deeds and documents and to take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of such Merging Corporation acquired or to be acquired by reason of or as a result of the merger provided for herein and otherwise to carry out the interest and purposes hereof and the proper officers and sole director of the Merging Corporation and the proper officers and sole director of the Surviving Corporation are fully authorized on behalf and in the name of the Merging Corporation to execute and deliver or cause to be executed and delivered, all such documents, instruments, agreements, deeds and documents, and to take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order

to vest in and confirm to the Surviving Corporation title to and possession of any property of such Merging Corporation acquired or to be acquired by reason of or as a result of the merger provided for herein and otherwise to carry out the interest and purposes hereof.

5. General Provisions

- (a) All paragraph headings in this Agreement are inserted for convenience only and shall not modify or affect the construction or interpretation of any provision of this Agreement,
- (b) This Agreement represents the entire agreement between the parties concerning the subject matter hereof and no provision or document of any kind shall be included in, or form part of, the Agreement unless it is agreed to in writing by the parties hereto.
- (c) This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by its respective sole director and sole shareholder has caused this document to be executed as the respective act, deed and agreement of each of said corporations, as of the date first above written.

Surviving Corporation:

Coral Gables Hospital Partners, Inc.

By: Scott M. Brown

Name: Scott M. Brown

Title: Senior Vice President and Secretary

Merging Corporation:

South Florida Physicians Services, Inc.

By: Scott M. Brown

Name: Scott M. Brown

Title: Senior Vice President and Secretary