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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
SHANDS JACKSONVILLE HEALTHCARE, INC.

EFFECTIVE DATE
7/1/04

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**ARTICLES OF MERGER
OF METHODIST HEALTH CARE SYSTEM, INC.
WITH AND INTO
SHANDS JACKSONVILLE HEALTHCARE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/1/04

Pursuant to the provisions of Section 617.1105 of the Florida Not for Profit Corporation Act, **METHODIST HEALTH CARE SYSTEM, INC.**, a Florida not for profit corporation, and **SHANDS JACKSONVILLE HEALTHCARE, INC.**, a Florida not for profit corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Methodist Health Care System, Inc. and Shands Jacksonville HealthCare, Inc. Shands Jacksonville HealthCare, Inc. shall be the surviving corporation.

2. A copy of the Agreement and Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A and incorporated herein.

3. In accordance with the Agreement and Plan of Merger, the effective date of the merger shall be July 1, 2004.

4. The Agreement and Plan of Merger was approved by the sole member of Methodist Health Care System, Inc. on June 21, 2004.

5. The Agreement and Plan of Merger was approved by the sole member of Shands Jacksonville HealthCare, Inc. on June 21, 2004.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers as of June 21, 2004.

**SHANDS JACKSONVILLE
HEALTHCARE, INC.**

By: James R. Burkhardt
James R. Burkhardt
President

**METHODIST HEALTH CARE
SYSTEM, INC.**

By: William J. Ryan
William J. Ryan
Treasurer

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AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** is entered into as of June 21, 2004 between **METHODIST HEALTH CARE SYSTEM, INC.**, a Florida not for profit corporation, and **SHANDS JACKSONVILLE HEALTHCARE, INC.**, a Florida not for profit corporation.

WITNESSETH:

WHEREAS, each of Methodist Health Care System, Inc. and Shands Jacksonville HealthCare, Inc. is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 655 West 8th Street, Jacksonville, Florida 32209 (Methodist Health Care System, Inc. and Shands Jacksonville HealthCare, Inc. hereinafter are collectively referred to as the "Constituent Corporations"); and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it desirable and in the best interest of the Constituent Corporations that Methodist Health Care System, Inc. be merged with and into Shands Jacksonville HealthCare, Inc. pursuant to the provisions of Sections 617.1101 et seq. of the Florida Not for Profit Corporation Act;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **Merger.** Methodist Health Care System, Inc. shall merge with and into Shands Jacksonville HealthCare, Inc., which shall be the surviving corporation (the "Merger").

2. **Terms and Conditions.** On the effective date of the Merger, the separate existence of Methodist Health Care System, Inc. shall cease, and Shands Jacksonville HealthCare, Inc., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Methodist Health Care System, Inc., without the necessity for any separate transfer. Shands Jacksonville HealthCare, Inc., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of Methodist Health Care System, Inc., and neither the rights of creditors nor any liens on the property of Methodist Health Care System, Inc. shall be impaired by the Merger.

3. **Members.** The sole member of Shands Jacksonville HealthCare, Inc. shall remain as the sole member of Shands Jacksonville HealthCare, Inc. after the effective date of the Merger.

4. **Changes in Articles of Incorporation.** The current Articles of Incorporation of Shands Jacksonville HealthCare, Inc. shall continue to be its Articles of Incorporation following the effective date of the Merger.

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5. **Changes in Bylaws.** The Bylaws of Shands Jacksonville HealthCare, Inc. shall continue to be its Bylaws following the effective date of the Merger.

6. **Directors and Officers.** The current directors and officers of Shands Jacksonville HealthCare, Inc. shall continue to be the directors and officers of the surviving Shands Jacksonville HealthCare, Inc. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the Merger.

7. **Prohibited Transactions.** Neither of the Constituent Corporations 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 Constituent Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate the Merger.

8. **Effective Date of Merger.** The effective date of the Merger shall be July 1, 2004.

9. **Abandonment of Merger.** This Agreement and Plan of Merger may be abandoned by action of the Board of Directors of the Constituent Corporations at any time prior to the effective date of the Merger.

10. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed in their respective names by their duly authorized officers as of the day and year first above written.

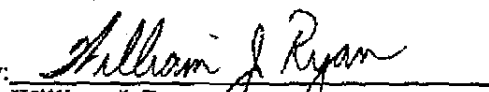
SHANDS JACKSONVILLE
HEALTHCARE, INC.

METHODIST HEALTH CARE
SYSTEM, INC.

By:


James R. Burkhart
President

By:


William J. Ryan
Treasurer

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