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ROGERS TOWERS

NO. 8389 P. 1
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EFFECTIVE DATE

05-31-04

MERGER OR SHARE EXCHANGE

PHYSICIAN AND HOSPITAL PRACTICES, INC.

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Merger

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**ARTICLES OF MERGER
OF
CERTIFIED PATHOLOGY SERVICES, INC.
AND
PHYSICIAN AND HOSPITAL PRACTICES, INC.**

EFFECTIVE DATE

05-31-04

Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

1. Certified Pathology Services, Inc., a Florida not-for-profit corporation, shall be merged with and into Physician and Hospital Practices, Inc., a Florida not-for-profit corporation. Physician and Hospital Practices, Inc. shall be the surviving corporation.

2. The Plan of Merger dated May 21, 2004, a copy of which is attached hereto and made a part hereof, pursuant to which Certified Pathology Services, Inc. shall be merged into Physician and Hospital Practices, Inc. was unanimously adopted and approved by the sole member of Certified Pathology Services, Inc. by written consent on May 21, 2004, and was unanimously adopted and approved by the sole member of Physician and Hospital Practices, Inc. by written consent on May 21, 2004.

3. The merger shall be effective at 11:59 p.m. on May 31, 2004.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Certified Pathology Services, Inc. and Physician and Hospital Practices, Inc. by their authorized officers as of the 21st day of May, 2004.

**CERTIFIED PATHOLOGY
SERVICES, INC.**

**PHYSICIAN AND HOSPITAL
PRACTICES, INC.**

By: David B. Balling
Name: DAVID B. Balling
Its: Secretary Treasurer

By: Robert M. Walters
Name: Robert M. Walters
Its: Vice-President

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated this 21st day of May, 2004, for the merger of **CERTIFIED PATHOLOGY SERVICES, INC.**, a Florida not-for-profit corporation, into **PHYSICIAN AND HOSPITAL PRACTICES, INC.**, a Florida not-for-profit corporation. **PHYSICIAN AND HOSPITAL PRACTICES, INC.** is to be the surviving corporation.

RECITAL

- (1) Certified Pathology Services, Inc. is a Florida not-for-profit corporation. Certified Pathology Services, Inc. is organized upon a non-stock basis and has as its sole Member, Physician and Hospital Practices, Inc., a Florida not-profit corporation.
- (2) Physician and Hospital Practices, Inc. is a Florida not-for-profit corporation. Physician and Hospital Practices, Inc. is organized upon a non-stock basis and has as its sole member, Mayo Group Practices, a Minnesota non-profit corporation
- (3) Economies of operation and savings in administrative expenses can be achieved by merging Certified Pathology Services, Inc. and Physician and Hospital Practices, Inc. into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), Certified Pathology Services, Inc. shall be merged into Physician and Hospital Practices, Inc. (the "Merger") and the separate corporate existence of Certified Pathology Services, Inc. shall cease and Physician and Hospital Practices, Inc. (the "Surviving Corporation") shall continue its corporate existence pursuant to

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the laws of Florida. Certified Pathology Services, Inc. and Physician and Hospital Practices, Inc. are herein collectively referred to as the "Constituent Corporations".

1. The Merger shall become effective as of 11:59 p.m. on May 31, 2004 or, if later, the date upon which Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority, of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of Physician and Hospital Practices, Inc. in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

5. This Plan of Merger may be abandoned without approval of the members entitled to vote on the Plan of Merger at any time prior to filing the Articles of Merger by any corporation party to the merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of any corporation a

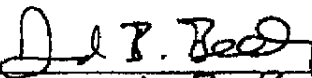
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party to the Merger followed by written notice to the president of the other corporation party to the Merger.

CERTIFICATION

CERTIFIED PATHOLOGY SERVICES, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of Certified Pathology Services, Inc. as of the 21st day of May, 2004, and was recommended by said Board of Directors to the sole member of Certified Pathology Services, Inc. and was approved as of the 21st day of May, 2004 by Physician and Hospital Practices, Inc., as the sole member of Certified Pathology Services, Inc.


**CERTIFIED PATHOLOGY
SERVICES, INC.**

By: 
Name: DAVID B. ROLLING
Its: Secretary Treasurer

CERTIFICATION

PHYSICIAN AND HOSPITAL PRACTICES, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of Physician and Hospital Practices, Inc. as of the 21st day of May, 2004, and was recommended by said Board of Directors to the sole member of Physician and Hospital Practices, Inc. and was approved as of the 21st day of May, 2004 by Mayo Group Practices, as the sole member of Physician and Hospital Practices, Inc.

**PHYSICIAN AND HOSPITAL
PRACTICES, INC.**

By: 
Name: Robert M. Walters
Its: Vice-President