

DEC. 22. 2004 3:10PM
Division of Corporations

ROGERS TOWERS

NO. 9932 P. 1/0
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE
PHYSICIAN AND HOSPITAL PRACTICES, INC.**

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**ARTICLES OF MERGER
OF
MAYO/ST. LUKE'S ANCILLARY SERVICES, INC.
AND
PHYSICIAN AND HOSPITAL PRACTICES, INC.**

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

1. Mayo/St. Luke's Ancillary 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 December 17, 2004, a copy of which is attached hereto and made a part hereof, pursuant to which Mayo/St. Luke's Ancillary Services, Inc. shall be merged into Physician and Hospital Practices, Inc. was unanimously adopted and approved by the sole member of Mayo/St. Luke's Ancillary Services, Inc. by written consent effective December 17, 2004, in accordance with the provisions of Section 617.0701, Florida Statutes, and was unanimously adopted and approved by the sole member of Physician and Hospital Practices, Inc. by written consent effective December 17, 2004, in accordance with the provisions of Section 617.0701, Florida Statutes.

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

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Mayo/St. Luke's Ancillary Services, Inc. and Physician and Hospital Practices, Inc. by their authorized officers as of the 17th day of December, 2004.

**MAYO/ST. LUKE'S ANCILLARY
SERVICES, INC.**

**PHYSICIAN AND HOSPITAL
PRACTICES, INC.**

By: Theodore J. Szemanski

Name: Theodore J. Szemanski

Its: President

By: Robert M. Walters

Name: Robert M. Walters

Its: Vice President

• DEC. 22. 2004 3:11PM ROGERS TOWERS

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EXHIBIT A

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated this 17th day of December, 2004, for the merger of **MAYO/ST. LUKE'S ANCILLARY 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) Mayo/St. Luke's Ancillary Services, Inc. is a Florida not-for-profit corporation. Mayo/St. Luke's Ancillary 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 Mayo/St. Luke's Ancillary 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), Mayo/St. Luke's Ancillary Services, Inc. shall be merged into Physician and Hospital Practices, Inc. (the "Merger") and the separate corporate existence of Mayo/St. Luke's Ancillary Services, Inc. shall cease and Physician and Hospital Practices, Inc. (the "Surviving Corporation") shall continue its corporate existence

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pursuant to the laws of Florida. Mayo/St. Luke's Ancillary 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 December 31, 2004 (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 party to the Merger followed by written notice to the president of the other corporation party to the Merger.

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CERTIFICATION

MAYO/ST. LUKE'S ANCILLARY SERVICES, INC. hereby certifies that the foregoing Plan of Merger was adopted by the Board of Directors of Mayo/St. Luke's Ancillary Services, Inc. as of the 17th day of December, 2004, and was recommended by said Board of Directors to the sole member of Mayo/St. Luke's Ancillary Services, Inc. and was approved as of the 17th day of December, 2004 by Physician and Hospital Practices, Inc., as the sole member of Mayo/St. Luke's Ancillary Services, Inc.

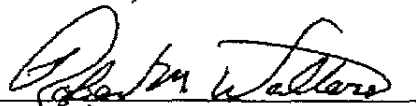
MAYO/ST. LUKE'S ANCILLARY
SERVICES, INC.

By: 
Name: Theodore J. Szymanski
Its: President

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 17th day of December, 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 17th day of December, 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