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March 4, 1998

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
98 MAR -4 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Merger &
Name Change*

Re: Articles of Merger of Holy Cross
Medical Properties, Inc. into HCMP, Inc.

Ladies/Gentlemen:

100002451171--8
-03/10/98--01001--011
****122.50 ****122.50

Enclosed is the original and one copy of the Articles of Merger of Holy Cross Medical Properties, Inc., into HCMP, Inc.

Please file this document and return a certified copy. I am enclosing our firm check in the amount of \$122.50 (representing the filing fee for each corporation and a certified copy).

As we are here locally, we would like to pick up the certified copy this afternoon and request that you call me at the above number when it is ready.

As always, thank you for your help and assistance.

CORAPMER

Name	3/4/98
Examiner	<i>Don</i>
Updater	<i>Don</i>
Update Fee	<i>Don</i>
Settlement	<i>Don</i>
Other	<i>Don</i>

Very truly yours,

Carol Allen

CA/
Enc.

C. TAX _____
FILING _____ 70.00
B. ALLEN FL. _____
TOTAL _____ 122.50
N. _____
D. _____
RECEIVED _____

**ARTICLES OF MERGER
OF
HOLY CROSS MEDICAL PROPERTIES, INC.
(A Florida not-for-profit corporation)
INTO
HCMP, INC.
(A Florida not-for-profit corporation)**

FILED
98 MAR -4 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Section 617.1105 of the Florida Not for Profit Corporation Act, the undersigned corporations, desiring to effect a merger, hereby certify as follows:

Article I

Holy Cross Medical Properties, Inc. ("Old Corporation") is hereby merged with and into HCMP, Inc. ("New Corporation") such that New Corporation shall be the surviving corporation (the "Surviving Corporation").

Article II

The name of the Surviving Corporation shall be changed to and be Holy Cross Medical Properties, Inc.

Article III

The Surviving Corporation is a domestic not for profit corporation.

Article IV

The Plan of Merger is attached hereto as Exhibit A and incorporated herein in its entirety by reference (the "Plan of Merger").

Article V

The Plan of Merger was adopted and approved by the sole voting member of Old Corporation on January 26, 1998, the Board of Trustees of Old Corporation on January 26, 1998, the sole member of the sole voting member of Old Corporation on January 26, 1998 and the sole member of the sole member of the sole voting member of Old Corporation on January 30, 1998, which adoption and approval is sufficient for the formal approval of the Plan of Merger.

Article VI

The Plan of Merger was adopted and approved by the sole voting member of New Corporation on January 26, 1998, the Board of Trustees of New Corporation on January 26, 1998 and the sole member of the sole voting member of New Corporation on January 30, 1998, which adoption and approval is sufficient for the formal approval of the Plan of Merger.

Article VII

These Articles of Merger are effective upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed by a duly authorized officer as of the 10th day of February, 1998.

ATTEST:

HOLY CROSS MEDICAL PROPERTIES, INC.

Sr. Susan Welsh, RSM
Sr. Susan Welsh, RSM
Title: Secretary

By: John C. Johnson
Title: President

ATTEST:

HCMP, INC.

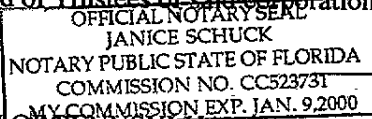
Sr. Susan Welsh, RSM
Sr. Susan Welsh, RSM
Title: Secretary

By: John C. Johnson
Title: President

STATE OF FLORIDA

COUNTY OF BROWARD

On this 10 day of February, 1998, personally appeared before me JOHN C. JOHNSON, to me known, who, being duly sworn, did depose to me and say that he is the President of Holy Cross Medical Properties, Inc., a Florida not-for-profit corporation, and that he executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting member and the Board of Trustees of said corporation.



Janice Schuck
Notary Public

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF ALLEGHENY

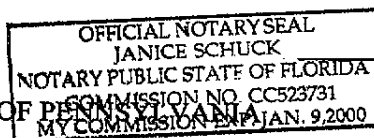
On this 11th day of February, 1998, personally appeared before me SR. SUSAN WELSH, RSM, to me known, who, being duly sworn, did depose to me and say that she is the Secretary of Holy Cross Medical Properties, Inc., a Florida not-for-profit corporation, and that she executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting member and the Board of Trustees of said corporation.

Steven R. DeWick
Notary Public

STATE OF FLORIDA

COUNTY OF BROWARD

On this 10 day of February, 1998, personally appeared before me JOHN C. JOHNSON, to me known, who, being duly sworn, did depose to me and say that he is the President of HCMP, INC., a Florida not-for-profit corporation, and that he executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting member and the Board of Trustees of said corporation.

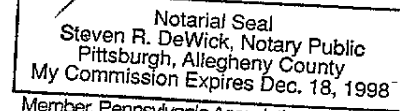


Janice Schuck
Notary Public

COMMONWEALTH OF PENNSYLVANIA

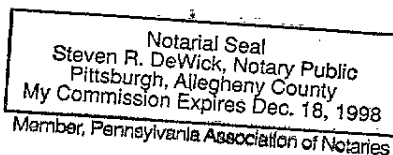
COUNTY OF ALLEGHENY

On this 11th day of February, 1998, personally appeared before me SR. SUSAN WELSH, RSM, to me known, who, being duly sworn, did depose to me and say that she is the Secretary of HCMP, Inc., a Florida not-for-profit corporation, and that she executed the foregoing Articles of Merger in such capacity upon the due authorization and direction of the sole voting member and the Board of Trustees of said corporation.



Member, Pennsylvania Association of Notaries

Steven R. DeWick
Notary Public



**PLAN OF MERGER
OF
HOLY CROSS MEDICAL PROPERTIES, INC.
AND
HCMP, INC.**

This Plan of Merger (the "Plan of Merger"), dated as of the 10th day of February 1998, is with respect to the proposed merger of Holy Cross Medical Properties, Inc., a Florida not for profit corporation ("Old Corporation"), with and into HCMP, Inc., a Florida not for profit corporation ("New Corporation").

WITNESSETH:

WHEREAS, Old Corporation was organized in the State of Florida on June 29, 1995, and is subject to the provisions of the Florida Not for Profit Corporation Act, as amended (the "Law"); and

WHEREAS, New Corporation was incorporated on January 23, 1998, pursuant to the provisions of the Law; and

WHEREAS, Old Corporation and New Corporation deem it advisable and to the advantage, welfare and best interests of said corporations to merge Old Corporation with and into New Corporation (the "Merger"), pursuant to the provisions of the Law.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being thereunto duly entered into by Old Corporation and approved by a resolution adopted by its sole voting member and Board of Trustees and being thereunto duly entered into by New Corporation and approved by resolutions adopted by its sole voting member and Board of Trustees, this Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan of Merger set forth.

ARTICLE I

Merger of Old Corporation into New Corporation

1.1 **Merger.** Subject to the provisions of this Plan of Merger, on the Effective Time of the Merger (as hereinafter defined), Old Corporation shall be merged with and into New Corporation, and New Corporation (the "Surviving Corporation") shall be the Surviving Corporation and shall continue to exist under the name of Old Corporation as a Florida not for profit corporation under the provisions of the Law. The separate corporate existence of Old Corporation shall cease at the Effective Time of the Merger in accordance with the provisions of the Law. At the Effective Time of the Merger, all rights, assets and property (including but not

limited to all real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Old Corporation, or which would inure to it, shall immediately and automatically, by operation of law and without any conveyance, transfer or further action, become the property of the Surviving Corporation, and all debts, liabilities and obligations of Old Corporation, whether accrued, absolute, contingent or otherwise, and whether or not reflected upon or reserved against on the balance sheets, books of accounts or other records of Old Corporation, shall be those of the Surviving Corporation and shall not be released or impaired by the Merger. The Surviving Corporation shall be deemed to be a continuation of Old Corporation and shall succeed in all respects to all of the rights and obligations of Old Corporation. All rights of creditors and other obligees, and all liens on property of Old Corporation shall be preserved unimpaired.

1.2 Articles of Incorporation and Bylaws. The Articles of Incorporation of the Surviving Corporation upon the Effective Time of the Merger in the State of Florida shall be the Articles of Incorporation of New Corporation amended to reflect the change in name to that of Old Corporation, and such Articles of Incorporation of the Surviving Corporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Law. The Bylaws of the Surviving Corporation as in force and effect upon the Effective Time of the Merger in the State of Florida shall be the Bylaws of said Surviving Corporation, amended to reflect the change in name to that of Old Corporation and shall continue in full force and effect until changed, altered or amended as therein provided, and in the manner prescribed by the provisions of the Law.

1.3 Name of the Surviving Corporation. At the Effective Time of the Merger and pursuant to this Plan of Merger, the corporate name of the Surviving Corporation shall be changed to and be "Holy Cross Medical Properties, Inc."

1.4 Continuation of Business. From and after the Effective Time of the Merger and subject to the actions of the Board of Trustees of New Corporation prior to the Effective Time of the Merger, the business presently conducted by Old Corporation (whether directly or through its subsidiaries) shall continue to be conducted by the Surviving Corporation. The principal office of Old Corporation immediately prior to the Effective Time of the Merger shall continue to be the principal office of the Surviving Corporation from and after that date.

1.5 Taking of Necessary Action. Prior to the Effective Time of the Merger, Old Corporation and New Corporation, respectively, shall take all such actions as may be necessary, appropriate or desirable to effect the Merger, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by the laws of the State of Florida. If at any time or times after the Effective Time of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full title to all properties, assets, rights, approvals and immunities of Old Corporation, the officers and Trustees of the Surviving Corporation shall take all such necessary action.

1.6 Trustees and Officers. The trustees and officers of the Surviving Corporation upon the Effective Time of the Merger in the State of Florida shall be as follows:

Trustees:

John C. Johnson
Robert P. Granger

Sr. Susan Welsh, RSM

Officers:

John C. Johnson — Chairperson and President
Robert P. Granger — Vice President and
Treasurer

Sr. Susan Welsh, RSM — Vice Chairperson and
Secretary

all of whom shall hold their trusteeships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

1.7 Authorization. Any officer of Old Corporation and any officer of the Surviving Corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Law; and the Board of Trustees and the proper officers of Old Corporation and the Board of Trustees and the proper officers of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger herein provided for.

ARTICLE II

Effective Time of the Merger

The parties hereto shall execute and file the appropriate Articles of Merger and such other certificates or further documents as may be necessary or desirable in connection therewith, with the Department of State of the State of Florida in accordance with applicable laws. The Merger shall be effective upon filing of the Articles of Merger (the "Effective Time of the Merger").

ARTICLE III

Miscellaneous

3.1 Applicable Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

3.2 Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original, but all of which counterparts together shall constitute the same instrument.

3.3 Consent to Service of Process. The Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for.

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

ATTEST:

Sr. Susan Welsh, RSM
Sr. Susan Welsh, RSM
Title: Secretary

HOLY CROSS MEDICAL PROPERTIES,
INC.

By: John C. Johnson
John C. Johnson
Title: President

ATTEST:

Sr. Susan Welsh, RSM
Sr. Susan Welsh, RSM
Title: Secretary

HCMP, INC.

By: John C. Johnson
John C. Johnson
Title: President