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**MERGER OR SHARE EXCHANGE
Citrus Ambulatory Surgery Center, Inc.**

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**ARTICLES OF MERGER
AND
CERTIFICATE OF MERGER**

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The following Articles of Merger and Certificate of Merger are submitted in accordance with Florida Business Corporation Act, pursuant to Section 607.1109, Florida Statutes:

First: The name, form/entity type, and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Citrus Ambulatory Surgery Center, Inc.	Florida	Corporation

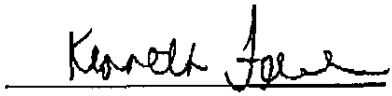
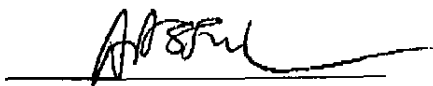
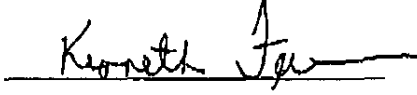
Second: The name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Oakwater Surgical Center, Inc.	Florida	Corporation
Central Florida Surgical Centers, Inc.	Florida	Corporation

Third: The attached Agreement and Plan of Merger was approved by a unanimous vote of the shareholders and directors of Citrus Ambulatory Surgery Center, Inc. (the surviving corporation) on February 27, 2017; approved by a unanimous vote of the shareholders and directors of Oakwater Surgical Center, Inc. on February 27, 2017; and approved by a unanimous vote of the shareholders and directors of Central Florida Surgical Centers, Inc. on February 27, 2017, in accordance with the applicable provisions of Chapters 607, Florida Statutes.

Fourth: The merger shall become effective on February 28, 2017.

Fifth: SIGNATURES FOR EACH PARTY

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Citrus Ambulatory Surgery Center, Inc.		Kenneth R. Feuer, M.D., President
Oakwater Surgical Center, Inc.		Avanish Aggarwal, M.D., President
Central Florida Surgical Centers, Inc.		Kenneth R. Feuer, M.D., President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this ~~27th~~ day of February, 2017, by and between OAKWATER SURGICAL CENTER, INC., a Florida corporation ("OSC"), CENTRAL FLORIDA SURGICAL CENTERS, INC., a Florida corporation ("CFSC") and CITRUS AMBULATORY SURGERY CENTER, INC., a Florida corporation ("Citrus ASC"). Collectively, OSC and CFSC are sometimes referred to as the "Merging Entities." Citrus ASC is sometimes referred to herein as the "Surviving Corporation."

RECITALS

A. Citrus ASC is a Florida corporation and is an S corporation for federal income tax purposes. OSC is a Florida corporation and is an S corporation for federal income tax purposes. CFSC is a Florida corporation and is an S corporation for federal income tax purposes.

B. The parties have determined that OSC and CFSC shall be merged with and into Citrus ASC, effective as of February 28, 2017, and that Citrus ASC shall be the sole surviving entity immediately following the merger ("Merger").

C. The shareholders and directors of Citrus ASC, OSC and CFSC have unanimously approved the Merger.

D. The Merger of OSC and CFSC with and into Citrus ASC shall be consummated in accordance with applicable Florida law, including Sections 607.1101 through 607.1103, 607.1105, 607.1106 and 607.1109, Florida Statutes.

NOW, THEREFORE, in consideration of the mutual promises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by all parties hereto, the Merger shall be consummated in accordance with the following terms and conditions:

1. Recitals. The Recitals set forth in Paragraphs A through D above are true and correct and are incorporated herein by reference.

2. Names, Street Addresses, Entity Types and Jurisdictions of Constituent Parties.

2.1 Names, Street Addresses, Entity Types and Jurisdictions of Merging Entities. The name, street address, entity type and jurisdiction of the Merging Entities are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Oakwater Surgical Center, Inc. 3885 Oakwater Circle Suite 2	Florida	Corporation

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Orlando, FL 32806

Central Florida Surgical Centers, Inc. Florida Corporation
 11140 W. Colonial Drive
 Suite 3
 Ocoee, FL 34761

2.2 Name, Street Address, Entity Type and Jurisdiction of Surviving Corporation. The name, street address, entity type and jurisdiction of the Surviving Corporation are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Citrus Ambulatory Surgery Center, Inc. 2861 Delaney Avenue Orlando, FL 32806	Florida	Corporation

3. Effective Date. The "Effective Date" of the Merger shall be February 28, 2017.

4. Effects of Merger. On the Effective Date, the separate existence of the Merging Entities shall cease, and the Merging Entities shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Entities; and all and singular, the rights, privileges, powers and franchises of the Merging Entities, and all property, real, personal and mixed, and all debts due to the Merging Entities, on whatever account, as well for all other things in action or belonging to the Merging Entities, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest of the Merging Entities shall be thereafter the property of the Surviving Corporation as they were of the Merging Entities, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Entities, shall not revert or be in any way impaired but shall vest in the Surviving Corporation by operation of law by reason of the Merger; and all rights of creditors and all liens upon any property of the Merging Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Entities shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of the Merging Entities, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Entities' properties, rights, privileges, powers, franchises and immunities, and otherwise to carry out the purposes of this Plan of Merger.

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5. Name of Surviving Corporation; Articles of Incorporation.

5.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be "Citrus Ambulatory Surgery Center, Inc."

5.2 Articles of Incorporation. The Articles of Incorporation of Citrus ASC, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation.

5.3 Bylaws. The Bylaws of Citrus ASC, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Bylaws of the Surviving Corporation.

6. Status of OSC Stock, CFSC Stock and Citrus ASC Stock. The manner and basis of converting the shares of common capital stock of OSC and CFSC into shares of common capital stock of Citrus ASC are as follows:

6.1 OSC Stock. Each one (1) share of OSC common capital stock issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished by reason of the Merger.

6.2 CFSC Stock. Each one (1) share of CFSC common capital stock issued and outstanding immediately before the Effective Date, without any action on the part of the holder thereof, shall be extinguished by reason of the Merger.

6.3 Citrus ASC Stock. All shares of common capital stock of Citrus ASC which were issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding on and after the Effective Date, and no additional shares of common capital stock of Citrus ASC shall be issued by reason of the Merger.

7. Tax-Free Reorganization. The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization by reason of Sections 368(a)(1)(A) and (D), Section 354 and Section 361 of the Internal Revenue Code of 1986, as amended.

8. Miscellaneous.

8.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger, if the directors of OSC, the directors of CFSC or the directors of Citrus ASC duly adopt a resolution abandoning this Agreement and Plan of Merger.

8.2 Counterparts. For the convenience of the parties hereto, this Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original and shall be binding upon the party or parties who executed the same, but all of such counterparts shall constitute one and the same instrument. Counterpart signatures received through facsimile transmission shall bind the party whose signature is so received as if such signature were an original.

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IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

WITNESSES:

"OSC"

OAKWATER SURGICAL CENTER, INC., a
Florida corporation

By: _____

Avanish Aggarwal, M.D., President

"CFSC"

CENTRAL FLORIDA SURGICAL
CENTERS, INC., a Florida corporation

By: _____

Kenneth R. Feuer, M.D., President

"Citrus ASC"

CITRUS AMBULATORY SURGERY
CENTER, INC., a Florida corporation

By: _____

Kenneth R. Feuer, M.D., President