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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

Naples HMA, Inc.

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*Merge*



December 12, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

NAPLES HMA, INC.  
5811 PELICAN BAY BLVD SUITE 500  
NAPLES, FL 34108

SUBJECT: NAPLES HMA, INC.  
REF: P06000024794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In the Articles of Merger you have the surviving corporation listed as a merging corporation also. The only name that needs to be in the merging section is the corporation that is merging into the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tracy Smith  
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## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Naples HMA, Inc.	Florida	P06000024794

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Collier HMA, Inc.	Florida	P02000013855

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of Naples HMA, Inc., the surviving corporation, on November 30, 2006 and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the Board of Directors and by the sole shareholder of Collier HMA, Inc., the merging corporation, on November 30, 2006.  
DATED AS OF DECEMBER 11, 2006.

COLLIER HMA, INC.

By: Timothy R. Parry  
Name: Timothy R. Parry  
Title: Sr. Vice President and Secretary

NAPLES HMA, INC.

By: Timothy R. Parry  
Name: Timothy R. Parry  
Title: Sr. Vice President and Secretary

**PLAN OF MERGER  
OF  
COLLIER HMA, INC. AND NAPLES HMA, INC.  
INTO  
NAPLES HMA, INC.**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

**First.** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Naples HMA, Inc.	Florida

**Second.** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Collier HMA, Inc.	Florida

**Third.** The terms and conditions of the merger are as follows:

- a. Pursuant to the provisions of the Florida Statutes, Collier HMA, Inc. shall merge with and into Naples HMA, Inc., with Naples HMA, Inc. being the surviving corporation (the "Merger").
- b. The name of the surviving corporation shall be Naples HMA, Inc.

**Fourth.** The designation and the number of outstanding shares of each class of capital stock of the merging corporations are as follows:

- a. Naples HMA, Inc. is authorized to issue 10,000 shares of common stock, of which 10,000 shares are issued and outstanding, all of which shares are owned by Health Management Associates, Inc.
- b. Collier HMA, Inc. is authorized to issue 10,000 shares of common stock, of which 10,000 shares are issued and outstanding, all of which shares are owned by Health Management Associates, Inc.
- c. On the effective date of the Merger, all of the outstanding shares of capital stock of Collier HMA, Inc. shall be cancelled as a result of common ownership.

**Fifth.** The Certificate of Incorporation of the surviving corporation, Naples HMA, Inc., as it exists on the effective date of the Merger, shall be and remain the Certificate of Incorporation of the surviving corporation.

**Sixth.** The By-laws of the surviving corporation, Naples HMA, Inc., as they exist on the effective date of the Merger, shall be and remain the By-laws of the surviving corporation.

This Plan of Merger may be signed in one or more counterpart copies, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

*(Signature page follows)*

IN WITNESS WHEREOF, the parties hereto have signed this Plan of Merger as of the 30<sup>th</sup> day of November, 2006.

NAPLES HMA, INC.

By: Timothy R. Parry  
Name: Timothy R. Parry  
Title: Sr. Vice President and Secretary

COLLIER HMA, INC.

By: Timothy R. Parry  
Name: Timothy R. Parry  
Title: Sr. Vice President and Secretary

*(Signature Page to Plan of Merger)*