

P06441



ACCOUNT NO. : 072100000032

REFERENCE : 874671 4311859

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 70.00

FILED
98 JUN 30 AM 11 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 29, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 874671-015

CUSTOMER NO: 4311859

merger

CUSTOMER: Shawn Bannister, Legal Asst
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

100002578931--3

ARTICLES OF MERGER

HSA LYNNHAVEN, INC.

INTO

RAMSAY HEALTH CARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Don
7/2/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

HSA LYNNHAVEN, INC., a Florida corporation J13712

into

RAMSAY HEALTH CARE, INC., a Delaware corporation P06441

File date: June 30, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
HSA LYNNHAVEN, INC.
AND
RAMSAY HEALTH CARE, INC.

To the Department of State
State of Florida

FILED
98 JUN 30 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging HSA Lynnhaven, Inc. with and into Ramsay Health Care, Inc. as approved by the Board of Directors of HSA Lynnhaven, Inc. on June 29, 1998 and adopted by unanimous written consent of the Board of Directors of Ramsay Health Care, Inc. on June 29, 1998.

2. The merger of HSA Lynnhaven, Inc. with and into Ramsay Health Care, Inc. is permitted by the laws of the jurisdiction of organization of Ramsay Health Care, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Ramsay Health Care, Inc. was June 29, 1998.

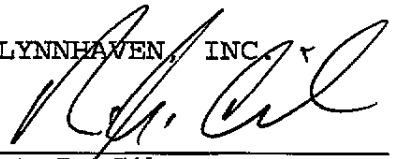
3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 a.m. June 30, 1998.

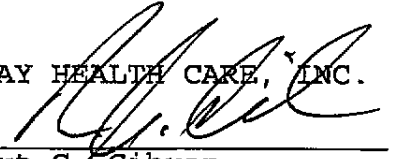
260871.1
1271-1710

Executed on June 29, 1998.

HSA LYNNHAVEN, INC.

By: 
Name: Bert G. Cibrán
Capacity: President

RAMSAY HEALTH CARE, INC.

By: 
Name: Bert G. Cibrán
Capacity: President

260871.1
1271-1710

PLAN OF MERGER

1. Ramsay Health Care, Inc. , which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of HSA Lynnhaven, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges HSA Lynnhaven, Inc. into Ramsay Health Care, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Ramsay Health Care, Inc.

2. The separate existence of HSA Lynnhaven, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Ramsay Health Care, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of HSA Lynnhaven, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Ramsay Health Care, Inc. 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 of the merger herein provided for.

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1271-1710