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MERGER OR SHARE EXCHANGE

PEDIATRIX MEDICAL GROUP, INC.

Certificate of Status	1
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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pediatric Medical Group, Inc. _____	Florida _____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Magella Healthcare Corporation _____	Delaware _____
_____	_____
_____	_____
_____	_____

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

Upon filing of these Articles of Merger with the Florida Department of State (the "Effective Time"), Magella Healthcare Corporation, a Delaware corporation, shall be merged with and into Pediatric Medical Group, Inc. and the separate existence of Magella Healthcare Corporation shall cease, and Pediatric Medical Group, Inc. shall continue as the surviving corporation in the merger under the laws of the State of Florida under the name Pediatric Medical Group, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of the capital stock of Magella Healthcare Corporation that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A

OR

Restated articles are attached:
N/A

Other provisions relating to the merger are as follows:
N/A