Florida Department of State

Division of Corporations **Public Access System**

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Division of Corporations

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: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

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(561)694-8107

Fax Number

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MERGER OR SHARE EXCHANGE

PEDIATRIX MEDICAL GROUP, INC.

Certificate of Status	1
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ARTICLES OF MERGER

(Profit Corporations)

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

Name	<u>Jurisdiction</u>	Document Number (if known/applicable)	
Pediatrix Medical Group, Inc.	Florida	P08000095918	_
Second: The name and jurisdiction	n of each merging corporation:		
Name	Jurisdiction	Document Number (If known/ applicable)	
Magella Healthcare Corporation	Delaware	2848819	09
		AHA:	AN
		SSE	_ <u></u>
			PH
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		RIDA	_ 7
Third: The Plan of Merger is attact Fourth: The merger shall become Department of State. OR / / (Enterthand)	effective on the date the Articles	s of Merger are filed with the Floric	
Fourth: The merger shall become Department of State. OR / / (Enter than than Fifth: Adoption of Merger by sur	effective on the date the Articles of a specific date. NOTE: An effective of 90 days after merger file date.) wiving corporation - (COMPLET	date cannot be prior to the date of filing or E ONLY ONE STATEMENT)	
Fourth: The merger shall become Department of State. OR / (Enterthal than The Plan of Merger was adopted by	effective on the date the Articles of a specific date. NOTE: An effective of 00 days after merger file date.) wiving corporation - (COMPLET) of the shareholders of the survivir	date cannot be prior to the date of filing or E ONLY ONE STATEMENT) ag corporation on rviving corporation on	
Fourth: The merger shall become Department of State. OR / (Enterthal than The Plan of Merger was adopted by	effective on the date the Articles of a specific date. NOTE: An effective of 90 days after merger file date.) wiving corporation - (COMPLET) of the shareholders of the survivir of the board of directors of the surreholder approval was not requi-	date cannot be prior to the date of filing or E ONLY ONE STATEMENT) ng corporation on rviving corporation on red. E ONLY ONE STATEMENT)	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION Name of Corporation Signature of an Officer or

Name of Corporation	Signature of an Officer or	Typed or Printed Name of Individual & Title
Pediatrix Medical Group, Inc.	Thomas W. fam?	Thomas W. Hawkins, Secretary
Fedinaria Medical Gloup, Inc.		/
Magella Healthcare Corporation	Thos W. fames	Thomas W. Hawkins, Scorctary
	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>			
Pediatrix Medical Group, Inc.	Florida			
Second: The name and jurisdiction of each m	erging corporation:			
Name	<u>Jurisdiction</u>			
Magella Healthcare Corporation	Dolaware			

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 Podiatrix Medical Group, Inc. and the separate existence of Magella Healthcare Corporation shall cease, and Pediatrix Medical Group, Inc. shall continue as the surviving corporation in the merger under the laws of the State of Florida under the name Pediatrix 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 each 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 each 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)

PLONE - 12/30/03 C T Rystem Online

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached;

<u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A