

P930000045230

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STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

EFFECTIVE DATE

12/31/96

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***1540.00 ***1540.00

CORPORATION(S) NAME

Bloomfield Health

(etal 43)

merging into

Humana Internal Medicine Associates of Dade, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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12-26

N. HENDRICKS DEC 26 1996

ARTICLES OF MERGER Merger Sheet

MERGING: -----

Corporation Name	STATE OF INCORPORATION
1 Bloomingdale Health Management Associates, Inc. K 56303	FL
2 Boca Raton Health Management Associates, Inc. J 17204	FL
3 Boynton Health Systems, Inc. K 95689	FL
4 Cana Corporation of Deerfield L 51462	FL
5 Carrollwood Health Care Center, Inc. H 27294	FL
6 Deerfield Health Systems, Inc. K 91299	FL
7 Delray Harbor Medical Center, Inc. L 59438	FL
8 Health Management Associates of America, Inc. L 88612	FL
9 Humana Health Care Plans - Jacaranda, Inc. P 95000019019	FL
10 Humana Physician Group Management, Inc. P 95000018985	FL
11 Humana Physician Group of Hillsborough County, Inc. P 94000092736	FL
12 Humana Physician Group of South Florida, Inc. J 06616	FL
13 Lantana Health Systems, Inc. K 95693	FL
14 Lavernia Enterprises, Inc. P 94000040138	FL
15 Lutz Medical Care, Inc. L 66056	FL
16 MA of Deerfield, Inc. P 94000014747	FL
17 Medical Associates of Boca Raton, Inc. H 58645	FL
18 Medical Associates of West Boca Raton, Inc. J 06619	FL
19 Medical Associates of West Palm Beach, Inc. F 79787	FL
20 Medical Associates Systems, Inc. 602703	FL
21 Medical Management Associates of Coconut Creek, Inc. K 07026	FL
22 Medical Management Associates of Deerfield, Inc. H 28963	FL
23 Medical Management Associates of Lauderdale, Inc. M 36984	FL
24 Medical Management Associates of Lauderdale, Inc. J 97187	FL
25 Medical Management Associates of Mangate, Inc. K 07022	FL
26 Medical Management Associates of New Port Richey, Inc. S 46841	FL
27 Medical Management Associates of Pompano, Inc. M 36985	FL
28 Medical Management Associates of Riverland, Inc. M 82332	FL
29 Medical Management Associates of Tamarac, Inc. K 42256	FL
30 Medical Management Associates, Inc. K 28805	FL
31 Medical Specialty Associates, Inc. H 98405	FL
32 Midtown Health Care Center Management, Inc. L 66052	FL
33 NFM Acquisition Company P 94000048123	FL
34 North Federal Medical Center II, Inc. H 15035	FL
35 North Federal Medical Center, Inc. G 91807	FL
36 Palm Beach Gardens Health Management Associates, Inc. M 83576	FL
37 Pompano Health Systems, Inc. K 91308	FL
38 Seffner Health Management Associates, Inc. K 31335	FL
39 South Dale Mabry Health Care Center, Inc. J 45151	FL
40 Southeast Health Systems, Inc. K 92683	FL
41 Sun City Health Management Associates, Inc. K 91741	FL
42 Trelles Management, Inc. V 00587	FL
43 West Boca Raton Health Management Associates, Inc. M 86382	FL

INTO

HUMANA INTERNAL MEDICINE ASSOCIATES OF DADE, INC. which changed its name to

HUMANA INTERNAL MEDICINE ASSOCIATES, INC., a Florida corporation, P93000045230.

File date: December 26, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
ARTICLES OF MERGER
OF
THE CORPORATIONS LISTED ON EXHIBIT "A"
INTO
HUMANA INTERNAL MEDICINE ASSOCIATES OF DADE, INC.

FILED
96 DEC 26 PM 3:37
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/96

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

FIRST: The plan of merger is as follows:

(1) The Corporations listed on Exhibit "A" attached hereto, all of which are Florida corporations (the "Non-Survivors"), shall merge into Humana Internal Medicine Associates of Dade, Inc., a Florida corporation (the "Merger") which is hereinafter designated as the surviving corporation of the Merger ("HIMA/DADE or the "Surviving Corporation"); and

(2) Terms of the Merger: The Merger shall become effective for share exchange purposes on December 31, 1996 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-Survivors shall cease and the Non-Survivors shall be merged with and into HIMA/DADE, with HIMA/DADE continuing in existence as the Surviving Corporation, and (ii) HIMA/DADE shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivors effective on and after December 31, 1996.

(3) Taking of Necessary Action. HIMA/DADE and the Non-Survivors, respectively, shall take all action as may be necessary or appropriate in order to effectuate the transactions contemplated by these Articles. In case, at any time and from time to time after the Effective Time of the Merger, any further action is necessary or desirable to carry out the purposes of these Articles and to vest the Surviving Corporation effective on and after December 31, 1996 with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-Survivors, the persons serving as officers and directors of the Non-Survivors prior to the Effective Time of the Merger, at the expense of the Surviving Corporation, shall be authorized to take any and all such actions on behalf of the Non-Survivors deemed necessary or desirable by the Surviving Corporation.

(4) Effect on Capital Stock. a) On the Effective Time of the Merger, each issued and outstanding share of capital stock of HIMA/DADE shall remain outstanding and shall represent one issued and outstanding share of the Surviving Corporation and all of the issued and outstanding shares of the capital stock of the Non-Survivors shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

(b) There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation or any of the Non-Survivors, in whole or in part, for cash or other property.

(5) Amendment to Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of HIMA/DADE, filed with the Florida Secretary of State, shall be the Certificate of Incorporation of the Surviving Corporation. The Certificate of Incorporation shall be amended herewith by changing the name of HIMA/DADE to **Humana Internal Medicine Associates, Inc.**

(6) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of HIMA/DADE shall be the By-laws of the Surviving Corporation. No changes or amendments shall be made to the By-laws because of the Merger with the exception of the name change of HIMA/DADE to **Humana Internal Medicine Associates, Inc.**

(b) Directors and Officers. The directors and officers of HIMA/DADE shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

SECOND: The effective date of the certificate of merger for share exchange purposes shall be the 31st day of December, 1996.

THIRD: The plan of merger was adopted by the sole shareholder of the Non-Survivors, on the 16th day of December, 1996, and was adopted by the sole shareholder of HIMA/DADE on the 16th day of December, 1996.

Signed this 18th day of December, 1996.

HUMANA INTERNAL MEDICINE ASSOCIATES OF DADE, INC.
(the Surviving Corporation)

By: James E. Murray
James E. Murray, Vice President-Finance

BLOOMINGDALE HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

BOCA RATON HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

BOYNTON HEALTH SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

CANA CORPORATION OF DEERFIELD

By: James E. Murray
James E. Murray, Vice President-Finance

CARROLLWOOD HEALTH CARE CENTER, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

HUMANA PHYSICIANS GROUP MANAGEMENT, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

HUMANA PHYSICIAN GROUP OF HILLSBOROUGH COUNTY, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

HUMANA HEALTH CARE PLANS - JACARANDA, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

HUMANA PHYSICIAN GROUP OF SOUTH FLORIDA, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

DEERFIELD HEALTH SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

DELRAY HARBOR MEDICAL CENTER, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

HEALTH MANAGEMENT ASSOCIATES OF AMERICA, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

LANTANA HEALTH SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

LAVERNIA ENTERPRISES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

LUTZ MEDICAL CARE, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MA OF DEERFIELD, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL ASSOCIATES SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL ASSOCIATES OF BOCA RATON, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL ASSOCIATES OF WEST BOCA RATON, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL ASSOCIATES OF WEST PALM BEACH, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF COCONUT CREEK, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF DEERFIELD, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF LAUDERDALE, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF LAUDERHILL, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF MARGATE, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF NEW PORT RICHEY, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF POMPANO, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF RIVERLAND, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL MANAGEMENT ASSOCIATES OF TAMARAC, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MEDICAL SPECIALTY ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

MIDTOWN HEALTH CARE CENTER MANAGEMENT, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

NFM ACQUISITION COMPANY

By: James E. Murray
James E. Murray, Vice President-Finance

NORTH FEDERAL MEDICAL CENTER, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

NORTH FEDERAL MEDICAL CENTER II, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

PALM BEACH GARDENS HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

POMPANO HEALTH SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

SEFFNER HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

SOUTH DALE MABRY HEALTH CARE CENTER, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

SOUTHEAST HEALTH SYSTEMS, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

SUN CITY HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

TRELLES MANAGEMENT, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

WEST BOCA RATON HEALTH MANAGEMENT ASSOCIATES, INC.

By: James E. Murray
James E. Murray, Vice President-Finance

NON-SURVIVING CORPORATIONS OF MERGER

EXHIBIT "A"

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5 Carrollwood Health Care Center, Inc. H 27294	FL
6 Deerfield Health Systems, Inc. K 91299	FL
7 Delray Harbor Medical Center, Inc. L 59458	FL
8 Health Management Associates of America, Inc. L 88612	FL
9 Humana Health Care Plans - Jacaranda, Inc. P 950000 19019	FL
10 Humana Physicians Group Management, Inc. P 950000 18985	FL
11 Humana Physician Group of Hillsborough County, Inc. P 940000 92736	FL
12 Humana Physician Group of South Florida, Inc. J 06616	FL
13 Lantana Health Systems, Inc. K 95693	FL
14 Lavernia Enterprises, Inc. P 940000 40138	FL
15 Lutz Medical Care, Inc. L 66056	FL
16 MA of Deerfield, Inc. P 940000 14742	FL
17 Medical Associates of Boca Raton, Inc. H 58665	FL
18 Medical Associates of West Boca Raton, Inc. J 06619	FL
19 Medical Associates of West Palm Beach, Inc. F 79787	FL
20 Medical Associates Systems, Inc. 602 703	FL
21 Medical Management Associates of Coconut Creek, Inc. K 07026	FL
22 Medical Management Associates of Deerfield, Inc. H 28903	FL
23 Medical Management Associates of Lauderdale, Inc. M 36984	FL
24 Medical Management Associates of Lauderhill, Inc. J 97187	FL
25 Medical Management Associates of Margate, Inc. K 07022	FL
26 Medical Management Associates of New Port Richey, Inc. S 46841	FL
27 Medical Management Associates of Pompano, Inc. M 36985	FL
28 Medical Management Associates of Riverland, Inc. M 82332	FL
29 Medical Management Associates of Tamarac, Inc. K 42256	FL
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39 South Dale Mabry Health Care Center, Inc. J 45131	FL
40 Southeast Health Systems, Inc. K 95683	FL
41 Sun City Health Management Associates, Inc. K 91741	FL
42 Trelles Management, Inc. V 00587	FL
43 West Boca Raton Health Management Associates, Inc. M 86382	FL