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ATTORNEYS AND COUNSELORS AT LAW

ORLANDO OFFICE

430 NORTH MILLS AVENUE
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OF COUNSEL
DAVID RHETT BAKER
JOSEPH I. GOLDSTEIN

LAKE COUNTY OFFICE

8210 COUNTY ROAD 48
SUITE 201

LAKE COUNTY, FLORIDA 34739

TELEPHONE (407) 324-3100

PLEASE REPLY TO: ORLANDO

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ADM. ASST. MASSACHUSETTS

P94000027860

April 22, 1997

Joy Moon-French, Corporate Specialist
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700002159097--4

-04/29/97-01103-001

*****87.50 *****87.50

Re: Community Medical Center of West Volusia,
Your Reference Number: P94000027860

Dear Joy:

In connection with the above-referenced entity, enclosed herewith for filing please find the following:

1. Your letter dated January 15, 1997.
2. Two original Articles of Amendment to Articles of Incorporation for Community Medical Center of West Volusia, Inc. (converting the company to a professional association), along with a check in the amount of \$87.50 in payment of the \$35.00 filing fee and the \$52.50 fee to obtain a certified copy.
3. Two original Articles of Merger, with Plan of Merger attached, in which Community Medical Center of West Volusia, P.A. is the surviving corporation. The filing fee for this proposed merger has already been submitted, as you will note from the enclosed copy of your correspondence.

Please file the Articles of Amendment prior to filing the Articles of Merger, and return a certified copy of each document to this office.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Suzanne M. Robichaud,
Paralegal

:smr

Enclosures

cc: Marcelo R. Anayas, M.D.

97 APR 24 AM 10:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

4/24
Jon
Hank
Amend
& Change
C.A.

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF COMMUNITY MEDICAL CENTER
OF WEST VOLUSIA, INC.

FILED

97 APR 24 AM 10:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A. (hereinafter referred to as the "Corporation").

ARTICLE II - ADOPTION AND TEXT OF AMENDMENTS

All of the directors of the Corporation approved the following resolutions amending Articles I and III, and adding Article X to the Articles of Incorporation by written consent dated April 18, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolutions amending Articles I and III, and adding Article X to the Articles of Incorporation by written consent dated April 18, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that the Articles of Incorporation of COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, INC. be amended so as to change the name of the Corporation to COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A.; and

FURTHER RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of this corporation shall be COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A."

; and

FURTHER RESOLVED, that Article III of the Articles of Incorporation shall be amended as follows:

"The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended."

; and

FURTHER RESOLVED, that Article X shall be added to the Articles of Incorporation and reads as follows:

"ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares."

ARTICLE III - EFFECTIVE DATE OF AMENDMENT

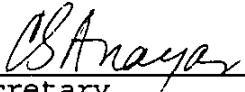
The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 18th day of April, 1997.

COMMUNITY MEDICAL CENTER OF WEST
VOLUSIA, INC.

Attest:

By: 
MARCELO R. ANAYAS, M.D.,
President


Secretary

o:artamd.cmc

P94000027860

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A., a Florida corporation,
P94000010397

MARCELO R. ANAYAS, M.D., P.A., a Florida corporation, K07373

CONCEPCION S. ANAYAS, M.D., P.A., a Florida corporation, K07385

INTO

COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A., a Florida
corporation, P94000027860

File date: April 24, 1997

Corporate Specialist: Joy Moon-French

Blaker
LEFKOWITZ & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
GWEN B. TOPHAM*
BLAKE D. BRINGGOLD**
ROBERT QUAN LEE

ORLANDO OFFICE
430 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803
TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981

Of Counsel
DAVID RHETT BAKER
JOSEPH I. GOLDSTEIN

PLEASE REPLY TO: ORLANDO

LAKE COUNTY OFFICE
210 COUNTY ROAD 48
SUITE 101
LAKE COUNTY, FLORIDA 32150
TELEPHONE (352) 325-0100

P941000027860

December 24, 1996

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

600002041626--3
-12/31/96--01014--002
****315.00 ****192.50

Re: Articles of Merger

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the following documents:

1. Articles of Merger, with Plan of Merger attached providing for the merger of Medical Associates of West Volusia, P.A., Marcelo R. Anayas, M.D., P.A. and Concepcion S. Anayas, M.D., P.A. with and into the surviving entity, Community Medical Center of West Volusia, Inc.

2. Articles of Merger, with Plan of Merger attached providing for the merger of Medical Equipment Rentals, Inc. with and into the surviving entity, Marexel Corporation.

All corporations involved in the above mergers are Florida corporations.

A check is also enclosed in the total amount of \$315.00, in payment the \$35.00-per-entity filing fee, and the fee of \$52.50 per document to receive a certified copy of both Articles of Merger. Please return the certified Articles of Merger to this office.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Yours very truly,

Ivan M. Lefkowitz

IML:sr
Enclosures
cc: Marcelo R. Anayas, M.D.

97 APR 24 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D.K.
per
S.P.

4/21/97
J. M. Lefkowitz
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

LEFKOWITZ & TOPHAM, P.A.
ATTN: IVAN M. LEFKOWITZ
430 NORTH MILLS AVENUE
ORLANDO, FL 32803

SUBJECT: COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, INC.
Ref. Number: P94000027860

We have received your document for COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, INC. and check(s) totaling \$315.00 of which \$192.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

Florida Statutes do not allow a merger between a corporation organized under the laws of Chapter 607, F.S., and a professional service corporation.

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

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 297A00001361

FILED

97 APR 24 AM 11:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
MERGING
MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A.
AND
MARCELO R. ANAYAS, M.D., P.A.
AND
CONCEPCION S. ANAYAS, M.D., P.A.
WITH AND INTO
COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A.

Pursuant to the provisions of section 607.1105, Florida Statutes, the undersigned, on behalf of the corporations listed below, hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A., a Florida professional service corporation, MARCELO R. ANAYAS, M.D., P.A., a Florida professional service corporation, and CONCEPCION S. ANAYAS, M.D., P.A., a Florida professional service corporation, with and into COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A., a Florida professional service corporation, with COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A. being the surviving corporation, is attached to these Articles of Merger as Exhibit "A."

ARTICLE II - EFFECTIVE DATE OF MERGER

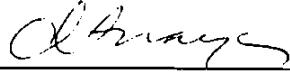
The effective date of the merger of MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A., MARCELO R. ANAYAS, M.D., P.A., and CONCEPCION S. ANAYAS, M.D., P.A. with and into COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A., shall be April 18, 1997.

ARTICLE III - ADOPTION OF PLAN OF MERGER

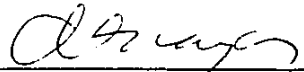
The Plan of Merger was approved by the shareholders and directors of MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A., MARCELO R. ANAYAS, M.D., P.A., CONCEPCION S. ANAYAS, M.D., P.A. and COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A. by written consents dated April 18, 1997.

DATED this 18th day of April, 1997.

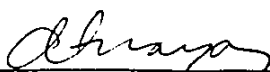
COMMUNITY MEDICAL CENTER OF
WEST VOLUSIA, P.A.

By: 
MARCELO R. ANAYAS, M.D.,
President

MEDICAL ASSOCIATES OF WEST
VOLUSIA, P.A.

By: 
MARCELO R. ANAYAS, M.D.,
President

MARCELO R. ANAYAS, M.D., P.A.

By: 
MARCELO R. ANAYAS, M.D.,
President

CONCEPCION S. ANAYAS, M.D., P.A.

By: 
CONCEPCION S. ANAYAS, M.D.,
President

o:artmrg.ana

PLAN OF MERGER

MERGER between COMMUNITY MEDICAL CENTER OF WEST VOLUSIA, P.A., a Florida professional service corporation (the "Surviving Corporation"), and MARCELO R. ANAYAS, M.D., P.A., a Florida professional service corporation, and MEDICAL ASSOCIATES OF WEST VOLUSIA, P.A., a Florida professional service corporation, and CONCEPCION S. ANAYAS, M.D., P.A., a Florida professional service corporation (the "Disappearing Corporations") (the Surviving Corporation and the Disappearing Corporations are collectively the "Constituent Corporations"). This Merger is being effected pursuant to this PLAN OF MERGER ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as amended on April 18, 1997, shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date of the Merger (the "Effective Date") until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, all shares of the Disappearing Corporations' common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for a sum of One Hundred (100) shares of the Surviving Corporation's common stock in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporations' Shareholders. All shares of Surviving Corporation's stock into which share of all Disappearing Corporations' stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in the Disappearing Corporations' rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or the Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Corporations and Surviving Corporation shall cause their respective Presidents to execute the Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.