

P 94000059529

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
CAMPUS MANAGEMENT CORP.

Certificate of Status	1
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HCA HOLDINGS, INC., a Florida corporation, document number K91830

INTO

CAMPUS MANAGEMENT CORP., a Florida entity, P94000059529

File date: October 26, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Campus Management Corp.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
HCA Holdings, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

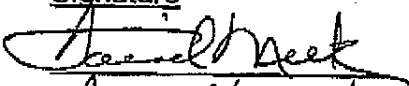
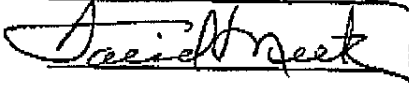
Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Board of Directors of the surviving corporation on October 11, 2000.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on October 11, 2000.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Campus Management Corp.		David W. Meek, President
HCA Holdings, Inc.		David W. Meek, President

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PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes.

1. The name and jurisdiction of the parent corporation, which owns 100% of each class of stock of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
HCA Holdings, Inc.	Florida

2. The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Campus Management Corp.	Florida

3. The manner and basis of converting the shares of the parent corporation into shares of the subsidiary corporation, and the manner and basis of converting rights to acquire shares of the parent corporation into rights to acquire shares of the subsidiary corporation are as follows:

All current shareholders of HCA Holdings, Inc. (the "Merging Corporation") will be issued shares of Campus Management Corp. (the "Surviving Corporation"), on a one-for-one basis.

All current option holders of the Merging Corporation will be issued options by the Surviving Corporation on a one-for-one basis, with terms and conditions identical to those of options currently held.

4. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed and all property (including real, personal and intellectual) of the Merging Corporation shall be the property of the Surviving Corporation.

(B) Assumption of Obligations. All obligations of the Merging Corporation shall become obligations of the Surviving Corporation.

(C) Effective Date. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

(D) Board of Directors Approvals. The Board of Directors of the Surviving

Corporation has approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State by Written Consent dated October 11, 2000. The Board of Directors of the Merging Corporation has approved this Plan of Merger and the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State by Written Consent dated October 11, 2000.

(E) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the merger.

(F) Bylaws. The Bylaws of the Surviving Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the Surviving Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the Effective Date and shall remain the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.