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NAME: MELTER REHABILITATION SERVICES, INC.  
FAX AUDIT NUMBER: H95000010150  
DATE REQUESTED: 09/12/1995  
CERTIFIED COPIES: 1  
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TALLAHASSEE, FLORIDA 32301  
CONTACT: RAY B. DORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
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EFFECTIVE DATE  
9-11-95

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE

9-11-75

MELTER REHABILITATION SERVICES, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

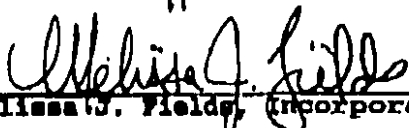
- FIRST: The name of the Corporation is Melter Rehabilitation Services, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 1400 N.E. Miami Gardens Drive, Suite 219, North Miami Beach, Florida 33179.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Melissa J. Fields, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Melvyn Drucker, M.D., 1400 N.E. Miami Gardens Drive, Suite 219, North Miami Beach, Florida 33179.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act,

BROAD & CASSEL  
201 S. BISCAYNE BLVD. + 3000  
Miami, FL 33131  
(305) 373.9400  
MELISSA J. FIELDS, ESQ.  
IT 20-110 0001 20

as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on the 11th day of September, 1995.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 1995.

  
Melissa J. Fields, Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

H95000010150

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Allison A. Lichter  
Allison A. Lichter, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF DEFENSE  
TALLAHASSEE, FLORIDA

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660 East Jefferson Street

Tallahassee, FL 32301 222-1092

State

**Zip**

Phone

CORPORATION(S) NAME

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☒ Merger

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## Pick Up

W.P. Verifler

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N. HENDERSON MAY - 2, 1926...

There will be no problems  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MELTER REHABILITATION SERVICES, INC.  
Ref. Number: P95000070243

We have received your document for MELTER REHABILITATION SERVICES, INC. and check(s) totaling \$105.00. However, your check(s) and document are being returned for the following:

We are returning your documents as requested.

The number of shares must be completed on number 5 of the Plan of Merger. ✓

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) 487-6903.

/s/ Nancy Hendricks  
Corporate Specialist

Letter Number: 396A00020878

Walk-in  
pick-up  
4:30

5-1-96  
Today's date please  
May 1, 1996

\* Please return filed stamped copy  
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Mickie  
217-1092



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MELTER REHABILITATION SERVICES, INC., A FLORIDA CORPORATION,  
P95000070243  
MELTER, INC., A FLORIDA CORPORATION, H79293

INTO

**VIVRA SPECIALTY PARTNERS, INC., a Nevada corporation,** corporation not  
qualified in Florida.

File date: May 1, 1996

Corporate Specialist: Nancy Hendricks

DOMESTIC CORPORATION AND FOREIGN CORPORATION  
ARTICLES OF MERGER

FILED

96 MAY -1 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
of the State of Florida

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Melter, Inc.	Florida
Melter Rehabilitation Services, Inc.	Florida
Vivra Specialty Partners, Inc.	Nevada

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. and is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is as follows:

1. In accordance with the provisions of Chapter 78, Nevada Revised Status (the "NRS") and the Florida Business Corporation Act (the "FBCA"), each of Melter, Inc., a Florida corporation, and Melter Rehabilitation Services, Inc., a Florida corporation, (collectively, the "Companies") shall be merged with and into Vivra Specialty Partners, Inc., a Nevada corporation, (the "Surviving Corporation") and the separate existence of the Companies shall thereupon cease, and the Surviving Corporation, shall continue to exist under and be governed by the NRS.

2. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of



Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law.

3. The By-laws of the Surviving Corporation shall continue to be the By-laws of the Surviving Corporation until thereafter amended in accordance with applicable law.

4. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Each director and officer of the Surviving Corporation shall hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

5. Each of the shares of each Company issued and outstanding immediately prior to the Effective Time (other than any shares held in either Companies' treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 249.63 shares of common stock, \$.01 par value per share, of Vivra Incorporated ("Vivra Common Stock").

6. Each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of the Surviving Corporation. Each certificate of the Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of common stock of the Surviving Corporation.

FIFTH: The effective date of the certificate of merger shall be the 1st day of May, 1996.

SIXTH: The plan of merger was adopted by the Board of Directors of Vivra Specialty Partners Inc. on the 29th day of April, 1996. Pursuant to Section 607.1103(7) F.S. the approval of the shareholders of Vivra Specialty Partners Inc. is not required.

SEVENTH: The plan of merger was adopted by the Board of Directors and shareholders of Melter, Inc. and Melter Rehabilitation Services, Inc. on the 29th day of April, 1996.

Executed this 29th day of April, 1996.

VIVRA SPECIALTY PARTNERS, INC.  
(Surviving Corporation)

By \_\_\_\_\_  
Name: Kent Thiry  
Title: President

MELTER, INC.

By Melvyn Drucker M.D.  
Name: Melvyn Drucker, M.D.  
Title: President

MELTER REHABILITATION SERVICES,  
INC.

By Melvyn Drucker M.D.  
Name: Melvyn Drucker, M.D.  
Title: President

Executed this 29th day of April, 1996.

VIVRA SPECIALTY PARTNERS, INC.  
(Surviving Corporation)

By Kent Thiry  
Name: Kent Thiry  
Title: President

MELTER, INC.

By \_\_\_\_\_  
Name: Melvyn Drucker, M.D.  
Title: President

MELTER REHABILITATION SERVICES,  
INC.

By \_\_\_\_\_  
Name: Melvyn Drucker, M.D.  
Title: President