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Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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MERGER OR SHARE EXCHANGE

CARDIO-THORACIC PARTNERS OF MIAMI, P.A.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RICHARD M. RUBINSON, M.D., P.A. , a Florida corporation, document number
519919

INTO

CARDIO-THORACIC PARTNERS OF MIAMI, P.A., a Florida corporation,
P96000042590.

File date: January 20, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

CARDIO-THORACIC PARTNERS OF MIAMI, P.A.
6200 SW 73 STREET #200
MIAMI, FL 33143

SUBJECT: CARDIO-THORACIC PARTNERS OF MIAMI, P.A. (survivor name) and
RICHARD M. ROBINSON, M.D., P.A. (marrying name)
REF: P96000042590

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Darlene Connell
Corporate Specialist

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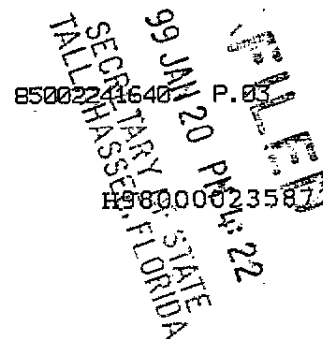
From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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MERGER OR SHARE EXCHANGE

CARDIO-THORACIC PARTNERS OF MIAMI, P.A.

Certificate of Status	0
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ARTICLES OF MERGER

To the Secretary of State
of the State of Florida

The undersigned corporations, pursuant to Section 607.1105 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>
Richard M. Robinson, M.D., P.A.	Florida
Cardio-Thoracic Partners of Miami, P.A.	Florida

SECOND: The plan of merger is as follows:

1. In accordance with the provisions of the Florida Business Corporation Act (the "FBCA"), Richard M. Robinson, M.D., P.A. ("Robinson P.A.") shall be merged with and into Cardio-Thoracic Partners of Miami, P.A. (the "Surviving Corporation") and the separate existence of Robinson P.A. shall thereupon cease, and the Surviving Corporation, shall continue to exist under and be governed by the FBCA.
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 Robinson P.A. issued and outstanding immediately prior to the Effective Time (other than any shares held in Robinson P.A.'s 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 1 shares of common stock, \$1.00 par value per share, of the Surviving Corporation.
6. Each share of capital stock of the Surviving Corporation issued and outstanding

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Florida Bar #0039632
444 Brickell Avenue, #905
Miami, FL 33131 305-577-4888

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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.

THIRD: The effective date of the certificate of merger shall be the 13th day of November, 1998.

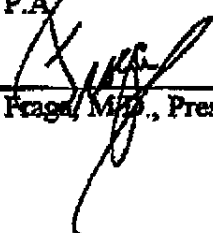
FOURTH: The plan of merger was adopted by the board of directors and shareholders of Robinson P.A. and the Surviving Corporation on the 10th day of November, 1998.

Executed this 10th day of November, 1998.

RICHARD M. RUBINSON, M.D., P.A.

By: 
Richard Robinson, M.D., President

**CARDIO-THORACIC PARTNERS OF
MIAMI, P.A.**

By: 
Rick Prager, M.D., President

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