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KRAMER GREEN ZUCKERMAN

FAX NO. (305) 966-2112

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FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
073707002173

ACCT#:

CONTACT: SANDY TOMLIN  
PHONE: (305)966-2112  
(305)981-1605

FAX #:

NAME: NEW SMYRNA BEACH DIALYSIS FACILITY CORP.

AUDIT NUMBER.....H96000014886

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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196A-46912  
10-23-96

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ARTICLES OF INCORPORATION  
OF  
NEW SMYRNA BEACH DIALYSIS FACILITY CORP.

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I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is NEW SMYRNA BEACH DIALYSIS FACILITY CORP.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 7061 Cypress Road, Suite 104, Plantation, Florida 33317.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by:

Mitchell F. Green, Esq.  
Fla. Bar No. 358789  
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
4000 Hollywood Boulevard, Suite 485 South  
Hollywood, Florida 33021  
Phone: (954)966-2112 - 1 -

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at that address is Howard N. Kahn.

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## ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director Initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one

(1). The name and address of the initial director of this corporation is:

Howard N. Khan  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, Florida 33021

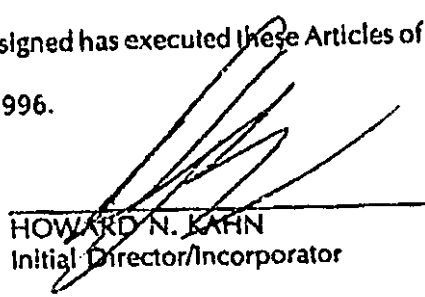
## ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Howard N. Kahn  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on this 22 day of October, 1996.



HOWARD N. KAHN  
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is  
submitted:

FIRST - - That NEW SMYRNA BEACH DIALYSIS FACILITY CORP., desiring to  
organize or qualify under the laws of the State of Florida, with its principal place of business  
at 7061 Cypress Road, Suite 104, City of Plantation, State of Florida, has named Howard N.  
Kahn, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of  
Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

HOWARD N. KAHN

TITLE: Incorporator

DATE: October 22, 1996

Having been named to accept service of process for the above-stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

SIGNATURE: 

HOWARD N. KAHN

Registered Agent

DATE: October 22, 1996

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NEW SMYRNA BEACH DIALYSIS, INC., a Florida corporation, P950000047906

INTO

NEW SMYRNA BEACH DIALYSIS FACILITY CORP., a Florida corporation,  
P96000087278.

File date: December 19, 1996

Corporate Specialist: Linda Stitt

DEC-19-96 THU 15:04

KRAMER GREEN ZUCKERMAN

FAX NO. 305 966 805

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TO: DIVISION OF CORPORATIONS  
(904)922-4000

FAX #:

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
073707002173

ACCT#:

CONTACT: SANDY TOMLIN  
PHONE: (305)966-2112  
(305)981-1605

FAX #:

NAME: NEW SMYRNA BEACH DIALYSIS FACILITY CORP.

AUDIT NUMBER.....H96000017805

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 8

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STATE OF FLORIDA

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96 DEC 19 PM 4:30  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

C. Kramer  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

Pursuant to §607.1105 of the Florida Business Corporation Act, NEW SMYRNA BEACH DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and NEW SMYRNA BEACH DIALYSIS, INC., both of the foregoing being Florida corporations do hereby adopt the following Articles of Merger for the purpose of merging NEW SMYRNA BEACH DIALYSIS, INC. into NEW SMYRNA BEACH DIALYSIS FACILITY CORP., the latter of which is to survive the merger:

**ARTICLE I**

That certain Plan of Merger, attached to and made a part of this Instrument, was duly approved by resolution of the shareholders and directors of NEW SMYRNA BEACH DIALYSIS, INC. and NEW SMYRNA BEACH DIALYSIS FACILITY CORP. on the 18th day of November, 1996.

**ARTICLE II**

All of the shareholders of NEW SMYRNA BEACH DIALYSIS, INC. and NEW SMYRNA BEACH DIALYSIS FACILITY CORP., by written waivers, have waived their rights under the statutory requirement for mailing the Plan of Merger and notice of rights of dissenting shareholders under §607.1320 of the Florida Business Corporation Act.

Prepared by: Mitchell F. Green, Esq., Bar No. 358789, KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
4000 Hollywood Blvd., Suite 485 South, Hollywood, FL 33021  
Phone: (954)966-2112

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be  
duly executed by their respective authorized officers.

NEW SMYRNA BEACH DIALYSIS, INC.,  
a Florida Corporation

By:   
LAWRENCE R. SPIRA, M.D., President

NEW SMYRNA BEACH DIALYSIS FACILITY CORP.  
a Florida Corporation

By:   
LAWRENCE R. SPIRA, M.D., President

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**PLAN OF MERGER**

PLAN OF MERGER of NEW SMYRNA BEACH DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and NEW SMYRNA BEACH DIALYSIS, INC., said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

**ARTICLE I****MERGER**

1.1. Pursuant to §607.1101 of the Florida Business Corporation Act, NEW SMYRNA BEACH DIALYSIS, INC. and NEW SMYRNA BEACH DIALYSIS FACILITY CORP. shall be as of the Effective Date (as defined in Section 1.3 hereof), merged into a single surviving corporation, which shall be NEW SMYRNA BEACH DIALYSIS FACILITY CORP., one of the Constituent Corporations, which shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of this State.

1.2. The requisite documents shall be filed with the Department of State of Florida in order to consummate the merger in accordance with the laws of this State.

1.3. The merger shall become effective as of the date the Articles of Merger are filed with the Department of State. The date upon which the merger shall become effective, as defined by this Section 1.3, is referred to in this Plan as the "Effective date."

1.4. The merger shall become effective, for purposes of federal income taxation, as of the date the Articles of Merger are filed with the Department of State.

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**ARTICLE II****NAME AND CONTINUED CORPORATE EXISTENCE****OF SURVIVING CORPORATION**

2.1. The Identity, existence, purposes, powers, objects, franchises, rights, and Immunities of NEW SMYRNA BEACH DIALYSIS FACILITY CORP., the Constituent Corporation whose corporate existence is to survive this merger and continue thereafter as the Surviving Corporation, shall continue unaffected and unimpaired by the merger, and the identity, existence, purposes, powers, objects, franchises, rights and immunities of NEW SMYRNA BEACH DIALYSIS, INC. shall be wholly merged into NEW SMYRNA BEACH DIALYSIS FACILITY CORP., and shall be fully vested therewith. On the Effective Date, the separate existence of NEW SMYRNA BEACH DIALYSIS, INC., except insofar as continued by statute, shall cease.

**ARTICLE III****ARTICLES OF INCORPORATION OF****SURVIVING CORPORATION**

3.1. On and after the Effective Date, the Articles of Incorporation of the Surviving Corporation in effect on the Effective date, as amended, shall be continued in all respects until amended, altered, or restated as provided by law.

**ARTICLE IV****BYLAWS OF SURVIVING CORPORATION**

4.1. On and after the Effective Date, the Bylaws of the Surviving Corporation in effect on the Effective Date shall remain in effect until the same shall be altered, amended,

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or repealed, or until new ByLaws shall be adopted, in accordance with the provisions of law, the ByLaws or the Articles of Incorporation of the Surviving Corporation.

**ARTICLE V**

**DIRECTORS AND OFFICERS OF**  
**SURVIVING CORPORATION**

5.1. The number of directors of the Surviving Corporation shall be fixed by the ByLaws and may be altered from time to time as provided in the ByLaws or Articles of Incorporation of the Surviving Corporation, and the board of directors of NEW SMYRNA BEACH DIALYSIS FACILITY CORP. in office prior to the Effective Date shall remain the board of directors of the Surviving Corporation and shall hold office until their successors shall have been duly elected and shall have qualified, or as otherwise provided in the Articles of Incorporation or ByLaws of the Surviving Corporation.

5.2. The officers of Surviving Corporation who shall hold office until their successors shall have been elected or appointed and shall have qualified, or as otherwise provided in the ByLaws of the Surviving Corporation, shall be as follows:

President:	LAWRENCE R. SPIRA, MD.
Secretary:	VICKI BURRIER
Treasurer:	VICKI BURRIER

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**ARTICLE VI****CAPITAL STOCK OF SURVIVING CORPORATION**

6.1. The authorized capital stock of the Surviving Corporation on the Effective date shall be 7500 shares of common stock having \$1.00 par value.

**ARTICLE VII****CONVERSION OF SECURITIES ON MERGER**

7.1. The manner and basis of causing the shares of each of the Constituent Corporations to constitute or be converted into shares of the Surviving Corporation shall be as follows: the shares of NEW SMYRNA BEACH DIALYSIS, INC. stock heretofore issued and outstanding shall be surrendered by its shareholders for cancellation. The Surviving Corporation shall issue an additional One Hundred (100) shares of stock to LAWRENCE R. SPIRA, M.D.

7.2. All shares of the Surviving Corporation's stock issued pursuant to the merger shall be deemed fully paid and non-assessable.

**ARTICLE VIII****ASSETS AND LIABILITIES**

8.1. On the Effective Date, all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account (except any debts owing by one of the Constituent Corporations to the other Constituent Corporation, which debts shall be cancelled and discharged in full by the merger), and all and every other interest of or belonging to either of the Constituent Corporations shall be taken by and deemed to be

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transferred to and vested in the Surviving Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Surviving Corporation as it was of the respective Constituent Corporations, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired and any debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, unless there is an agreement to the contrary with the creditors. Any action or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of any Constituent Corporation. Officers and shareholders of the Constituent Corporations shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to confirm and vest in the Surviving Corporation or its successors and assigns, title to and possession of all the aforesaid property and rights and otherwise carry out the intent and purposes of this Plan of Merger.

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8.2 This transaction is intended to qualify as a reorganization, as defined in Section 368(a)(1) of the Internal Revenue Code of 1954, as amended. Accordingly, on and after the Effective Date, the books and records of the Surviving Corporation shall be maintained in such a manner as to appropriately reflect a consummation of the aforescribed reorganization and all reports required to be filed with Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

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