

OCT-22-96 TUE 10:30

KRAMER, GREEN, ZUCKERMAN & KAHN, P.A. F.O. 305 981-1605

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DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

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

ACCT#:

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

FAX #:

(305) 981-1605

NAME: FORT LAUDERDALE DIALYSIS FACILITY CORP.

AUDIT NUMBER.....H96000014887

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
FORT LAUDERDALE DIALYSIS FACILITY CORP.

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 FORT LAUDERDALE 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. 338789
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

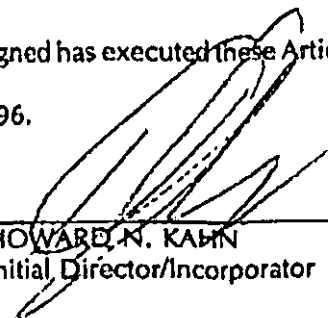
ARTICLE X

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 FORT LAUDERDALE 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:

FORT LAUDERDALE HEMODIALYSIS, INC., a Florida corporation,
P9500004583

INTO

FORT LAUDERDALE DIALYSIS FACILITY CORP., a Florida corporation,
P96000087285

File date: December 20, 1996

Corporate Specialist: Linda Stitt

DEC-1 1996

KRAMER GREEN ZUCKERMAN

FAX 305 981-1605

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DIVISION OF CORPORATIONS

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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

FAX #:

(305)981-1605

NAME: FORT LAUDERDALE DIALYSIS FACILITY CORP.

AUDIT NUMBER.....H96000017660

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2 8

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Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER

Pursuant to §607.1105 of the Florida Business Corporation Act, FORT LAUDERDALE DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and FORT LAUDERDALE HEMODIALYSIS, INC., both of the foregoing being Florida corporations do hereby adopt the following Articles of Merger for the purpose of merging FORT LAUDERDALE HEMODIALYSIS, INC. into FORT LAUDERDALE 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 FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE DIALYSIS FACILITY CORP. on the 18th day of November, 1996.

ARTICLE II

All of the shareholders of FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE 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 No. (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.

FORT LAUDERDALE HEMODIALYSIS, INC.,
a Florida Corporation

By: 

LAWRENCE R. SPIRA, M.D., President

FORT LAUDERDALE DIALYSIS FACILITY CORP.
a Florida Corporation

By: 

LAWRENCE R. SPIRA, M.D., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**PLAN OF MERGER**

PLAN OF MERGER of FORT LAUDERDALE DIALYSIS FACILITY CORP. (sometimes referred to as the "Surviving Corporation"), and FORT LAUDERDALE HEMODIALYSIS, 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, FORT LAUDERDALE HEMODIALYSIS, INC. and FORT LAUDERDALE 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 FORT LAUDERDALE 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 FORT LAUDERDALE 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 FORT LAUDERDALE HEMODIALYSIS, INC. shall be wholly merged into FORT LAUDERDALE DIALYSIS FACILITY CORP., and shall be fully vested therewith. On the Effective Date, the separate existence of FORT LAUDERDALE HEMODIALYSIS, 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 FORT LAUDERDALE 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

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 FORT LAUDERDALE HEMODIALYSIS, 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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