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October 31, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida Arrhythmia Consultants, Inc.
Our File No. 2866.001

Dear Sir or Madam:

Enclosed for filing are Articles of Merger and Plan of Merger merging Florida Arrhythmia Consultants, Inc., with and into USA Acquisition Corp., effective November 7, 1997, at 11:59 p.m.

Also enclosed is a check in the amount of \$70.00 for the filing fee. Please return a "filed" copy to the attention of the undersigned.

If you have any questions with reference to the filing of these Articles of Merger, please do not hesitate to call.

Sincerely,

BERGER DAVIS & SINGerman

Ann M. Christiana
Ann M. Christiana
Assistant to Nick Jovanovich

Enclosures

cc: Nick Jovanovich, Esq.

Please call Elyabeth at 561-3010
with problems or when filing is
ready for pick-up
merger/IC
ORG 11/10

FILED
97 NOV -7 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 NOV -7 PM 4:16
DIVISION OF CORPORATIONS

P97000075499

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FLORIDA ARRHYTHMIA CONSULTANTS, INC., a Florida corporation,
document number P93000066626

INTO

USA ACQUISITION CORP. which changed its name to

USARRHYTHMIA OF FLORIDA, INC., a Florida corporation, P97000075499.

File date: November 7, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
FLORIDA ARRHYTHMIA CONSULTANTS, INC.
INTO
USA ACQUISITION CORP.

FILED
97 NOV -7 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Arrhythmia Consultants, Inc., a Florida corporation ("FAC" and/or "Constituent Corporation"), in accordance with Section 607.1105 of the Florida Business Corporation Act, as amended, and USA Acquisition Corp., a Florida corporation ("USA Acquisition" and/or "Surviving Corporation"), in accordance with Section 607.1105 of the Florida Business Corporation Act, as amended, do hereby agree and certify as follows:

1. The Plan of Merger dated November 7, 1997, between FAC and USA Acquisition, attached hereto and incorporated hereby by reference (the "Plan of Merger"), has been duly approved by all of the Board of Directors and all of the shareholders of FAC on November 7, 1997, and the Board of Directors by the sole shareholder of USA Acquisition on November 7, 1997.

2. The Merger shall be effective when filed but not earlier than 11:59 p.m. Eastern Standard Time on November 7, 1997 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the 7th day of November, 1997.

FLORIDA ARRHYTHMIA CONSULTANTS, INC.

By: _____
Its: _____

Richard J. [Signature]
President

USA ACQUISITION CORP.

By: _____
Its: _____

Steven W. Cooley
President / CEO

PLAN OF MERGER

This PLAN OF MERGER, is dated as of November 7, 1997, by and between Florida Arrhythmia Consultants, a Florida corporation ("FAC") and USA Acquisition Corp., a Florida corporation ("Acquisition Corp.") (hereinafter FAC and Acquisition Corp. are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation").

All of the issued and outstanding common stock of Acquisition Corp. is owned by USArrhythmia Inc., a Minnesota corporation ("Parent").

Acquisition Corp., Parent, FAC and the shareholders of FAC have entered into a Merger Agreement, dated as of November 7, 1997 (the "Agreement"), which contemplates the Merger provided for herein.

The respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each corporation and its shareholders that FAC be merged with and into Acquisition Corp. Acquisition Corp. shall be the surviving corporation (the "Surviving Corporation"), in accordance with the laws of the States of Florida and on the terms hereinafter set forth.

The parties agree as follows:

ARTICLE 1

MERGER OF FAC INTO ACQUISITION CORP.

At the Effective Time (as defined in Article 4), FAC shall be merged into Acquisition Corp. in accordance with the laws of the State of Florida, the separate existence of the Company shall cease, and Acquisition Corp. shall be the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida under the name "USArrhythmia of Florida, Inc." and shall possess all the rights, privileges, power and franchises of each of the Constituent Corporations.

ARTICLE 2

ARTICLES OF INCORPORATION; BYLAWS; OFFICERS AND DIRECTORS

The Articles of Incorporation of Acquisition Corp. in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with

applicable law, provided that Article 1 of the Articles of Incorporation of Acquisition Corp. be and hereby are amended to change the name of the corporation to "USArrhythmia of Florida, Inc.". The Bylaws of Acquisition Corp. in effect at the Effective Time shall be the Bylaws of the Surviving Corporation, until amended in accordance with applicable law. At the Effective Time, the officers and directors of Acquisition Corp. immediately prior to the Effective Time shall become the officers and directors, respectively, of the Surviving Corporation.

ARTICLE 3

CONVERSION AND EXCHANGE OF SHARES

The manner of converting or exchanging the shares of Acquisition Corp. and Company at the Effective Time shall be as follows:

a. At the Effective Time, each issued and outstanding share of common stock of Acquisition Corp. shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed to be one share of common stock of the Surviving Corporation. Each such share shall be fully paid and nonassessable.

b. At the Effective Time, each outstanding share of FAC's common stock ("FAC Common Stock"), shall be converted into a right to receive 2,000 shares of common stock of Parent ("Parent Common Stock") and \$5,000 in cash and promissory notes.

c. On the Effective Time, Parent shall deliver to each holder of an outstanding certificate or certificates representing shares of FAC Common Stock, a certificate representing such number of shares of Parent Common Stock required pursuant to paragraph b of this Article 3 and each such shareholder of FAC shall surrender the outstanding certificates formally evidencing FAC Common Stock, together with a properly completed letter of transmittal and such other documents as may be reasonably requested by Parent.

d. After the Effective Time, there shall be no further registration of transfers of shares of capital stock of FAC which were outstanding immediately prior to the Effective Time.

ARTICLE 4

EFFECTIVE DATE OF MERGER

If this Plan is not terminated or abandoned as hereinafter provided in Article 5 hereof, as soon as practicable after the conditions provided for in the Agreement have been satisfied or waived, this Plan of Merger shall be filed, certified, executed and acknowledged in compliance

with the provisions of the Business Corporation Act of the State of Florida to be effective 11:59 p.m., Eastern Daylight Time, on 11/7, 1997 (such hour and date of filing being referred to herein as the "Effective Time").

ARTICLE 5

ABANDONMENT OF MERGER; AMENDMENT OF AGREEMENT

5.1 This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time, whether before or after submission to or adoption by the shareholders of the Constituent Corporations, in accordance with the provisions of the Agreement.

5.2 This Plan may be amended or modified at any time prior to the Effective Time by the mutual agreement of the Boards of Directors of the Constituent Corporations, whether before or after adoption thereof by the shareholders of the Constituent Corporations; provided, however, that no such amendment or modification shall affect the rights of the shareholders of the Constituent Corporations in a manner which, in the judgment of the respective Boards of Directors, is materially adverse to such shareholders.

ARTICLE 6

COUNTERPARTS

This Plan may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the day and year first above written.

USA ACQUISITION CORP.

By Steven W. Cooley
Its _____

FLORIDA ARRHYTHMIA
CONSULTANTS, INC.

By Richard L. Lunn
Its President