

PROSKAUER ROSE LLP

2255 Glades Road
Suite 340 West
Boca Raton, FL 33431-7360
Telephone 561.241.7400
Elsewhere in Florida
800.432.7746
Fax 561.241.7145

NEW YORK
LOS ANGELES
WASHINGTON DC
CLIFTON NJ
PARIS

Direct Dial 561.995.4704

P98000011453

July 9, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attention: Gretchen

100002585031--3
-07/10/98--01039--003
*****87.50 *****87.50

Re: Articles of Merger/Oakridge Medical Group, Inc.

Dear Gretchen:

Enclosed please find the original executed Articles of Merger of Oakridge Medical Group, Inc. a Florida corporation, into Oakridge Medical Group, LLC, a Delaware Limited Liability Company, along with our check #600082 in the amount of \$87.50 to cover filing fees.

Please file same accordingly and provide an acknowledgment copy to us using the enclosed Federal Express airbill.

If there are any questions regarding the enclosed, please do not hesitate to contact me immediately.

Very truly yours,


Hazel A. Gianatiempo
Legal Assistant

Enclosures/as noted

cc: Donald "Rocky" Thompson
Mara Lerner

Name	P98000011453
Availability	
Document Examiner	GSH
Updater	GSH
Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

ARTICLES OF MERGER
Merger Sheet

MERGING:

OAKRIDGE MEDICAL GROUP, INC.

INTO

OAKRIDGE MEDICAL GROUP, LLC, entity not qualified in Florida.

File date: July 9, 1998

Corporate Specialist: Gretchen Harvey

STATE OF FLORIDA

ARTICLES OF MERGER

OF

OAKRIDGE MEDICAL GROUP, INC.

A FLORIDA CORPORATION,

INTO

OAKRIDGE MEDICAL GROUP, LLC

A DELAWARE LIMITED LIABILITY COMPANY

Pursuant to Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned entities adopt the following articles of merger:

FIRST: The plan of merger is as follows:

1. Oakridge Medical Group, Inc., a Florida corporation ("*Disappearing Corporation*"), shall be merged, in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Corporation Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "LC Act"), with and into Oakridge Medical Group, LLC, a Delaware limited liability company (the "*Surviving Entity*"), which shall be the surviving entity (the "*Merger*").

2. On the Effective Date (as defined below), by virtue of the Merger and without any action on the part of the sole holder of shares of Common Stock, par value \$.01 per share, of the Disappearing Corporation ("*Corporation Common Stock*"), the shares of Corporation Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive an aggregate of 388 Class B Interests ("Class B Interests") of Surviving Entity at the rate of 3.88 Class B Interests of Surviving Entity for each share of issued and outstanding Corporation Common Stock. No shares of Corporation Common Stock shall be deemed to be outstanding or to have any rights other than those set forth in this paragraph after the Effective Date of the Merger.

3. The name and business address of the manager and the principal office of the Surviving Entity is:

Rudy Noriega
5601 N. Dixie Highway
Suite 411
Fort Lauderdale, Florida 33334

4. The Certificate of Formation of the Surviving Entity, as in effect immediately prior to the Effective Date of the Merger, shall be the Certificate of Formation of the Surviving Entity until the same shall be amended in accordance with the LC Act and such Certificate of Formation.

SECOND: The Surviving Entity hereby appoints the Secretary of State of Florida for substitution of service of process.

The plan of merger was adopted and approved by the Board of Directors and sole shareholder of the Disappearing Corporation as of the 6th day of July, 1998, in accordance with Section 607.1103 of the Corporation Act.

THIRD: The plan of merger was adopted by the sole member of the Surviving Entity as of the 6th day of July, 1998, in accordance with Section 18-209 of the LC Act.

FOURTH: The Effective Date of the Merger is the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

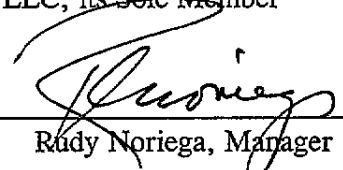
* * *

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 11:22

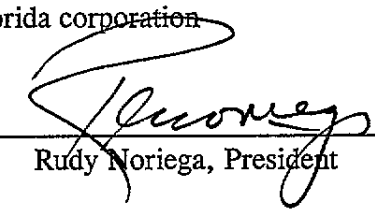
Signed this 9th day of July, 1998.

OAKRIDGE MEDICAL GROUP, LLC,
a Delaware limited liability company

By: OAKRIDGE MEMBERSHIP HOLDINGS,
LLC, its Sole Member

By: 
Rudy Noriega, Manager

OAKRIDGE MEDICAL GROUP, INC.,
a Florida corporation

By: 
Rudy Noriega, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 11:22