

To: FL Dept of State
Subject: 000177.100242

From: Katie Wonsch

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Division of Corporations

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Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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MERGER OR SHARE EXCHANGE

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EXAMINER

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Articles of Merger

For

Florida profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida profit and/or non-profit corporations, limited liability companies or limited liability limited partnerships in accordance with s. 607.1109, 617.0302, 608.438 or 620.8916 of the Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AMBULATORY SURGICAL CENTRE OF MIAMI, LLLP	Florida	Limited Liability Limited Partnership
MIAMI ENDOCENTER LLC	Florida	Limited Liability Company

SECOND:

The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MIAMI ENDOCENTER CORP.	Florida	Corporation

THIRD:

The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH:

The effective date of the merger is the date of filing.

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FIFTH:

Signatures for Each Party.

Name of Entity/Organization:

Signatures:

**Typed or Printed
Name of Individual:**

AMBULATORY SURGICAL CENTRE OF MIAMI, LLLP

SEE ATTACHMENT

MIAMI ENDOCENTER CORP.

SEE ATTACHMENT

MIAMI ENDOCENTER LLC

SEE ATTACHMENT

MLA 344001-2.021077. 001212

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ATTACHMENT TO ARTICLES OF MERGER

**AMBULATORY SURGICAL CENTRE OF
MIAMI, LLLP**

By: Miami Endocenter LLC, its General
Partner

By: Miami Endocenter Corp., its Sole
Member


By: 
James S. Leavitt, M.D., President

MIAMI ENDOCENTER CORP.

By: 
James S. Leavitt, M.D., President

MIAMI ENDOCENTER LLC

By: Miami Endocenter Corp., its Sole
Member

By: 
James S. Leavitt, M.D., President

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PLAN OF MERGER

The following plan of merger (this "Plan") is submitted in compliance with (i) Section 607.1101 of the Florida Business Corporation Act (the "Business Corporation Act"), (ii) Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act") and (iii) Section 620.8916 of the Florida Revised Uniform Limited Partnership Act (the "Partnership Act"), and together with the Business Corporation Act and the LLC Act, the "Florida Business Statutes").

First: The name and jurisdiction of the surviving corporation is MIAMI ENDOCENTER CORP., a Florida corporation (the "Surviving Company").

Second: The name and jurisdiction of the first merging entity is AMBULATORY SURGICAL CENTRE OF MIAMI, LLLP, f/k/a Ambulatory Surgical Centre of Miami, Ltd., a Florida limited liability limited partnership (the "First Disappearing Company").

Third: The name and jurisdiction of the second merging entity is MIAMI ENDOCENTER LLC, a Florida limited liability company (the "Second Disappearing Company," and together with the First Disappearing Company, the "Disappearing Companies").

Fourth: The Articles of Incorporation of the Surviving Company in effect immediately prior to the effective time of the merger (the "Effective Time"), shall, without any changes, be the Articles of Incorporation of the Surviving Company following the Effective Time, until further amended as permitted by law and by the Surviving Company's governing documents and agreements.

Fifth: The Bylaws of the Surviving Company in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of the Surviving Company following the Effective Time, until further amended as permitted by law and by the Surviving Company's governing documents and agreements.

Sixth: The directors and officers of the Surviving Company immediately prior to the Effective Time shall be the directors and officers of Surviving Company following the Effective Time, as shall be further replaced or appointed in accordance with the governing documents and agreements of the Surviving Company.

Seventh: As of the Effective Time, the separate existence of each Disappearing Company shall cease, and the Surviving Company shall be fully vested with all rights, privileges, immunities, disabilities, and duties of each Disappearing Company, as more particularly set forth in the Florida Business Statutes.

Eighth: If, at any time after the Effective Time, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Company or either Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Company, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Company to carry out the provisions of this Plan.

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 23
day of ~~January~~ February, 2009, as evidence that they agree, accept and adopt this Plan of Merger.

**AMBULATORY SURGICAL CENTRE OF
MIAMI, LLLP**

By: Miami Endocenter LLC, its General
Partner

By: Miami Endocenter Corp., its Sole
Member

By: 
James S. Leavitt, M.D., President

MIAMI ENDOCENTER CORP.

By: 
James S. Leavitt, M.D., President

MIAMI ENDOCENTER LLC

By: Miami Endocenter Corp., its Sole
Member

By: 
James S. Leavitt, M.D., President

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