

Sep-20-2004 01:20pm From:RUEN McCLOSKEY 17F_N

T-323 P.002/005 F-240

**ARTICLES OF MERGER
OF
NATIONWIDE ANESTHESIA PLACEMENT SERVICES, L.L.C.,
a Georgia limited liability company
(Merged company)**

INTO

**NATIONWIDE ANESTHESIA SERVICES, INC.,
a Florida corporation
(Survivor)**

These Articles of Merger are being submitted in accordance with section 607.1109 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging parties are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|---------------------------|
| Nationwide Anesthesia Placement Services, L.L.C. 1458 Baton Rouge Way, Suite 102 Grayson, Georgia 30017 | Georgia | Limited Liability Company |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Nationwide Anesthesia Services, Inc. Florida 116 N. Ridgewood Avenue Edgewater, Florida 32132 <u>Florida Document/Registration Number:</u> P99000064734 <u>FEI Number:</u> 56-1717489 | Florida | Corporation |

THIRD: The attached Agreement and Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by each of the other business entities that are a party to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: The surviving entity has obtained the written consent of each of the members that as a result of the merger are now shareholders of the surviving entity pursuant to Chapter 607.1108(5) Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement or the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: The merger shall become effective upon filing with the Secretary of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTH: SIGNATURE(S) FOR EACH PARTY:

**NATIONWIDE ANESTHESIA PLACEMENT
SERVICES, L.L.C., a Georgia limited liability company**

By: Tom Johns
Tom Johns, Authorized Representative of the Members

**NATIONWIDE ANESTHESIA SERVICES, INC.,
a Florida corporation**

By: Tom Johns
Tom Johns, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is adopted as of 26 Sept 2004, between NATIONWIDE ANESTHESIA PLACEMENT SERVICES, L.L.C., a Georgia limited liability company (the "Merged Entity") and NATIONWIDE ANESTHESIA SERVICES, INC., a Florida corporation (the "Survivor").

RECITALS

The managers and members of the Merged Entity and the board of directors and shareholders of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective members and shareholders that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

ARTICLE I
THE MERGER

At the Effective Time (as defined in Article V hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving corporation under the laws of the State of Florida.

ARTICLE II
THE SURVIVING CORPORATION

A. At the Effective Time, the Articles of Incorporation of the Survivor, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Survivor.

B. At the Effective Time, the bylaws of the Survivor, as in effect immediately prior to the Effective Time, shall be the bylaws of the Survivor, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation of the Survivor.

C. At the Effective Time, the officers and managers of the Merged Entity shall resign and the officers and board of directors of the Surviving Corporation shall remain officers and directors of the Surviving Corporation until their successors are elected and have qualified.

D. At the Effective Time, the name and address of the registered agent of the Survivor shall be NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, Florida, 32301.

ARTICLE III
MANNER AND BASIS OF CONVERTING MEMBERS INTEREST

At the Effective Time, the member interests of the Merging Entity shall be surrendered to the Survivor for cancellation, and shares of the Survivor issued and outstanding as of the Effective Time shall be unchanged by the merger.

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ARTICLE IV
EFFECT OF MERGER

At the Effective Time, (as defined in Article V below) all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes; if any.

ARTICLE VI
EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

[END OF DOCUMENT]

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