

V45664

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 22 PM 4:18
~~EFFECTIVE DATE~~



ACCOUNT NO. : 072100000032

REFERENCE : 942975 4334907

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 70.00

ORDER DATE : December 22, 2000

ORDER TIME : 2:52 PM

ORDER NO. : 942975-145

CUSTOMER NO: 4334907

500003512115--6

CUSTOMER: Ms. Dora Blackwood
Hca The Healthcare Company
Po Box 750
One Park Plaza
Nashville, TN 37203

EFFECTIVE DATE
12/31/2000

ARTICLES OF MERGER

NAPLES REHABILITATIVE
SERVICES, INC.

INTO

HEALTH SERVICES MERGER, INC.

RECEIVED
00 DEC 22 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

Merger

V. SHEPARD DEC 26 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

NAPLES REHABILITATIVE SERVICES, INC., a Florida corporation, V45664

INTO

HEALTH SERVICES MERGER, INC., a Delaware corporation not qualified in
Florida.

File date: December 22, 2000, effective December 31, 2000

Corporate Specialist: Velma Shepard

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
MERGING

NAPLES REHABILITATIVE SERVICES, INC.
(a Florida corporation)

WITH AND INTO

HEALTH SERVICES MERGER, INC.
(a Delaware corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 22 PM 4: 19

EFFECTIVE DATE
12/31/2000

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, Health Services Merger, Inc., a Delaware corporation ("**Surviving Corporation**"), and Naples Rehabilitative Services, Inc., a Florida corporation ("**Terminated Company**"), hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between Surviving Corporation and Terminated Company, which is incorporated herein by reference, has been approved and adopted by each of the corporations in accordance with the applicable provisions of the Delaware General Corporation Law and the applicable provisions of the Florida Business Corporation Act.

2. The Plan of Merger was adopted by the Board of Directors of Surviving Corporation on December 15, 2000, and duly approved by all of the shareholders of Surviving Corporation on December 15, 2000, in accordance with the laws of the State of Delaware; was duly approved by the Board of Directors of Terminated Company on December 15, 2000, and was duly approved on December 15, 2000, by all of the shareholders of Terminated Company in accordance with the laws of the State of Florida.

3. The Plan of Merger and the performance of the transactions contemplated thereby were duly authorized by all action required by the laws of Florida and by Terminated Company's Articles of Incorporation.

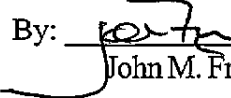
4. The Plan of Merger shall be effective at 11:59 p.m. on December 31, 2000.

5. At 11:59 p.m. on December 31, 2000, Terminated Company shall cease to exist as a separate corporation.

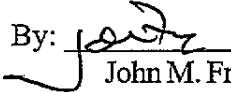
6. The Surviving Corporation's principal office is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The Surviving Corporation is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Terminated Company. The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Terminated Company the amount, if any, to which they are entitled under the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 15th day of December, 2000.

HEALTH SERVICES MERGER, INC.

By:  _____
John M. Franck II, Vice President and Secretary

NAPLES REHABILITATIVE SERVICES, INC.

By:  _____
John M. Franck II, Vice President and Secretary

**PLAN OF MERGER
FLORIDA**

WHEREAS, HEALTH SERVICES MERGER, INC. ("**Surviving Corporation**") is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, NAPLES REHABILITATIVE SERVICES, INC. ("**Terminated Company**") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Boards of Directors of Surviving Corporation and the Terminated Company have each determined that it is advisable that the Terminated Company merge with and into Surviving Corporation upon the terms and conditions herein provided (the "**Merger**"); and

WHEREAS, the Boards of Directors of Surviving Corporation and the Terminated Company have approved a Master Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of December 15, 2000, between the Terminated Company and Surviving Corporation;

NOW, THEREFORE, Surviving Corporation and the Terminated Company hereby agree to merge into a single corporation as follows:

FIRST: The Terminated Company shall submit this Plan of Merger to its shareholders for approval pursuant to the applicable provisions under the Florida Business Corporation Act, as amended (the "**Florida Act**"), and Surviving Corporation shall submit the Plan of Merger to its shareholders for approval pursuant to the applicable provisions of the Delaware General Corporation Act, as amended (the "**Delaware Act**").

SECOND: Following the approval of the Plan of Merger by the shareholders of the Terminated Company and the shareholders of Surviving Corporation, and provided that this Plan of Merger has not been terminated by either Surviving Corporation or the Terminated Company, Surviving Corporation will cause the Articles of Merger and this Plan of Merger and any other required documents to be executed and filed with the Secretary of State of the State of Florida pursuant to the applicable provisions of the Florida Act, and shall file documents required by applicable law with the Secretary of State of the State of Delaware.

THIRD: The Merger shall become effective at 11:59 p.m. on December 31, 2000, such time being hereinafter referred to as the "**Effective Time**."

FOURTH: The only outstanding stock of the Terminated Company and the Surviving Corporation is their common stock. Pursuant to and subject to the terms and conditions of this Plan of Merger, each share of common stock of the Terminated Company issued and outstanding immediately prior to the Effective Date shall automatically be canceled and no shares shall be issued in exchange. Each share of common stock of Surviving Corporation shall remain outstanding as a

share of common stock of the Surviving Corporation. At the Effective Time shares held by any dissenting shareholders shall be converted into the right to receive payment from Surviving Corporation with respect thereto in accordance with the Florida Act.

FIFTH: As of the Effective Time, the Terminated Company shall be merged with and into Surviving Corporation on the terms and conditions hereinafter set forth as permitted by and in accordance with the Delaware Act and the Florida Act. Thereupon, the separate existence of the Terminated Company shall cease, and Surviving Corporation, as the surviving company, shall continue to exist under and be governed by the Delaware Act, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Surviving Corporation and the Terminated Company, and all real property or other property of Surviving Corporation or the Terminated Company shall be vested in and be the property of Surviving Corporation without reversion or impairment; and all debts due to either Surviving Corporation or the Terminated Company shall be vested in and be the property of Surviving Corporation; and all debts, liabilities and duties of Surviving Corporation or the Terminated Company shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

SIXTH: The Certificate of Incorporation of Surviving Corporation in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Surviving Corporation, shall be the Certificate of Incorporation of the Surviving Corporation.

SEVENTH: The Bylaws of Surviving Corporation in effect as of the Effective Time, but subject to change from time to time by the Board of Directors or the shareholders of Surviving Corporation, shall be the Bylaws of the Surviving Corporation.

EIGHTH: Surviving Corporation and the Terminated Company, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the shareholders of the Terminated Company or the shareholders of Surviving Corporation; provided, however, that no such amendment, modification or supplement shall affect the rights of the shareholders of the Terminated Company or the shareholders of Surviving Corporation in a manner that is materially adverse to such shareholders. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the shareholders of Terminated Company and the shareholders of Surviving Corporation.

Date: December 15, 2000