



533 AIRPORT BOULEVARD  
SUITE 400  
BURLINGAME, CA 94010

TEL (650) 401-2285  
FAX (650) 401-2286

V72790

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-02/04/02--01081--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

January 28, 2002

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of VHS-University Heart Institute Cardiovascular Group, Inc. and Vivra Heart Services of Boca Raton, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Merger and Plan of Merger of VHS-University Heart Institute Cardiovascular Group, Inc. with and into Vivra Heart Services of Boca Raton, Inc., both Florida corporations. Also enclosed is a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing and certification fee. Please return the enclosed copy of the Articles of Merger and Plan of Merger certified to:

Stella J. Kim  
Vivra Holdings, Inc.  
533 Airport Blvd., Suite 400  
Burlingame, CA 94010

Please call me at (650) 401-2285 x 4285 if you have any questions or if there are any problems. Thanks.

Sincerely,

Stella J. Kim

Encl.

02 FEB -4 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

V72790  
Merger  
2-4-02  
Copy  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VHS-UNIVERSITY HEART INSTITUTE CARDIOVASCULAR GROUP, INC., a  
Florida entity, document P96000090383

INTO

**VIVRA HEART SERVICES OF BOCA RATON, INC.**, a Florida entity, V72790

File date: February 4, 2002

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Vivra Heart Services of Boca Raton, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>VHS-University Heart Institute Cardiovascular Group, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 21, 2002 and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 21, 2002 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Vivra Heart Services of  
Boca Raton, Inc.

*James B. Williams*

James B. Williams, Director/Pres.

VHS-University Heart  
Institute Cardiovascular  
Group, Inc.

*James B. Williams*

James B. Williams, Director/Pres.

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Vivra Heart Services of Boca Raton, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>VHS-University Heart Institute Cardiovascular Group, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**FILED**  
 02 FEB -4 PM 3:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of capital stock of VHS-University Heart Institute Cardiovascular Group, Inc. (the "Company") issued and outstanding immediately prior to the effective date of the merger (the "Effective Date") shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled.

All outstanding shares of preferred stock and common stock of Vivra Heart Services, of Boca Raton, Inc, (the "Surviving Corporation") issued and outstanding immediately prior to the Effective Date and any options to purchase Surviving Corporation common stock shall remain outstanding after the Effective Date as shares or options of the Surviving Corporation and shall be unaffected by the merger.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: N/A