

F 77008

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Surgicare of Florida, Inc.

Certificate of Status	0
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\$ 108.75

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4/13/06
Attn: Nanette

Needs filing
date of
May 31st

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Surgicare of Florida, Inc.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Dora A. Blackwood
(Contact Person)
HCA Management Services, L.P.
(Firm/Company)
One Park Plaza
(Address)
Nashville, TN 37203
(City, State and Zip Code)

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For further information concerning this matter, please call:

Dora A. Blackwood at (615) 344-2162
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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 Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
206-44842 Belleair Real Estate, LLC	Florida	Limited Liability Company
Surgicare of Florida, Inc.	Florida	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
F77008 Surgicare of Florida, Inc.	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 attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
June 1, 2006 at 12:03 a.m.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

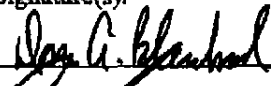
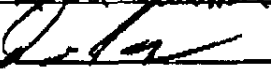
Street address: _____

Mailing address: _____

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Belleair Real Estate, LLC		Dora A. Blackwood
Surgicare of Florida, Inc.		David L. Denson

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- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General Partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

WHEREAS, Surgicare of Florida, Inc. ("Surviving Corporation") is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, Belleair Real Estate, LLC(the "Terminated Company") is a limited liability company duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors and Sole Shareholder of Surviving Corporation and the Sole Member of 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 "Plan of Merger");

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

FIRST: Surviving Corporation and Terminated Company will file Articles 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 Statutes (the "Statutes").

SECOND: The Merger shall become effective at 12:03 a.m. on June 1, 2006, hereinafter referred to as the "Effective Time."

THIRD: All of the membership interest of the Terminated Company shall automatically be canceled. Each share of common stock of Surviving Corporation shall remain outstanding as a share of common stock of the Surviving Corporation.

FOURTH: 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 Statutes. 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 Statutes, 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.

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FIFTH: 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.

SIXTH: 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.

SEVENTH: Surviving Corporation and the Terminated Company, by mutual consent, 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 sole member 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 sole member of the Terminated Company or the shareholders of Surviving Corporation in a manner that is materially adverse to such member or 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.

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