

Trey Grayson  
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**ARTICLES OF MERGER  
OF  
HEALTH MANAGEMENT INVESTMENTS, INC.  
(A DELAWARE CORPORATION)  
AND  
HOSPITAL MANAGEMENT ASSOCIATES, INC.  
(A KENTUCKY CORPORATION)**

**INTO**

**HOSPITAL MANAGEMENT ASSOCIATES, INC.  
(A KENTUCKY CORPORATION)**

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned acquiring corporation adopts the following Articles of Merger:

**FIRST:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations. The Plan of Merger is as follows:

**ARTICLE I**

**THE MERGER**

Section 1.1. Description of the Merger. On the Effective Date, Health Management Investments, Inc. shall merge with and into Hospital Management Associates, Inc. (the "Merger") and Hospital Management Associates, Inc. shall continue as the Surviving Corporation under the name "Hospital Management Associates, Inc." subject to the laws of the State of Kentucky. The Merger shall be pursuant to and shall have the effect provided for in the Business Corporation Act of the State of Kentucky (the "Kentucky Act").

**ARTICLE II**

**ARTICLES OF INCORPORATION,  
BY-LAWS AND OFFICERS AND DIRECTORS**

Section 2.1. Articles of Incorporation. The Articles of Incorporation of Hospital Management Associates, Inc., in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation, until it is amended or repealed in accordance with applicable law and the Articles of Incorporation of the Surviving Corporation.

Section 2.2. By-laws. The by-laws of Hospital Management Associates, Inc., in effect immediately prior to the Effective Date, shall be the by-laws of the Surviving Corporation, until they are amended or repealed in accordance with applicable law, the Articles of Incorporation and by-laws of the Surviving Corporation.

Section 2.3. Directors and Officers. The persons who are officers and directors

of Hospital Management Associates, Inc. immediately prior to the Effective Date shall continue in their same positions as officers and directors of the Surviving Corporation and hold office in accordance with the Kentucky Act and other applicable law, the Articles of Incorporation and by-laws of the Surviving Corporation.

### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

Section 3.1. Conversion. On the Effective Date, pursuant to this Plan and without further action by the holder thereof, each Health Management Investments, Inc. Common Share outstanding immediately prior to the Effective Date shall be automatically cancelled and extinguished.

### ARTICLE IV

#### EFFECTIVENESS OF MERGER

If this Plan is not terminated and abandoned pursuant to the provisions of Article V, then the following actions shall be taken to effect the Merger:

- (i) a corresponding Articles of Merger or Certificate of Merger (the "Certificate of Merger") shall be executed, acknowledged and filed in accordance with each of the Delaware General Corporation Law and the Kentucky Business Corporation Act on or before the Effective Date; and
- (ii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Kentucky (the "Effective Date").

### ARTICLE V

#### TERMINATION AND AMENDMENT

Section 5.1. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger may be abandoned by the Board of Directors of either of the Constituent Corporations, notwithstanding approval of the Merger by the shareholders of either of the Constituent Corporations.

Section 5.2. Amendment. This Plan may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date; provided that an amendment made following approval of this Plan by the shareholders of either of the Constituent Corporations shall not (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (ii) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected

by the Merger, or (iii) alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of any class of shares or series thereof of any Constituent Corporation.

## ARTICLE VI

### MISCELLANEOUS

**Section 6.1. Expenses.** The Surviving Corporation shall pay all expenses incurred in connection with this Plan.

**Section 6.2. Further Assurances.** If, at any time after the Effective Date, the Surviving Corporation, its successors or assigns determines that any documentation, action or things are necessary or desirable to carry out the purposes of this Plan or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of the other Constituent Corporation, the officers and directors of the Surviving Corporation are hereby authorized to, and appointed as attorney-in-fact of the other Constituent Corporation to, execute and deliver, in the name and on behalf of such Constituent Corporation or otherwise, all such documentation, and to take and do, in the name and on behalf of such Constituent Corporation or otherwise, all such other actions and things.

**Section 6.3. Governing Law.** This Plan shall be governed by and interpreted in accordance with the laws of the State of Kentucky.

\* \* \* \*

**SECOND:** Hospital Management Associates, Inc. is a corporation duly organized and existing under the laws of the State of Kentucky and authorized to issue 300,000 shares of common stock, par value \$.01, of which 300,000 shares are issued, outstanding and eligible to vote. The sole shareholder of Hospital Management Associates, Inc. holding 100% of the voting power of all outstanding shares entitled to vote thereon has, by action of such sole shareholder's officers, as duly authorized, approved the Plan of Merger.

**THIRD:** Health Management Investments, Inc. is a corporation duly organized and existing under the laws of the State of Delaware and authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share, of which 100 shares are issued, outstanding and eligible to vote. The sole shareholder of Health Management Investments, Inc. holding 100% of the voting power of all outstanding shares entitled to vote thereon has, by action of such sole shareholder's officers, as duly authorized, approved the Plan of Merger.

**FOURTH:** The merger shall become effective upon the filing of these Articles with the Secretary of State of the State of Kentucky.

**FIFTH:** The Articles of Incorporation of Hospital Management Associates, Inc. shall constitute the Articles of Incorporation of the surviving corporation.


**SIXTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of Hospital Management Associates, Inc., 5811 Pelican Bay Blvd., Suite 500, Naples, FL 34108.

**SEVENTH:** The surviving corporation will furnish any stockholder of any constituent corporation with a copy of the Agreement and Plan of Merger at no cost.


**EIGHTH:** The authorized capital stock of Hospital Management Associates, Inc., a Kentucky corporation, is 300,000 common shares, par value \$.01 per share.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers this 29<sup>th</sup> day of June, 2006.

**Hospital Management Associates, Inc.**

By:   
Timothy R. Parry  
Sr. Vice President and Secretary

**Health Management Investments, Inc.**

By:   
Timothy R. Parry  
Sr. Vice President and Secretary

Signature Page to Articles of Merger