State of Tennessee

Department of State

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of SOUTHERN HILLS MEDICAL CENTER, INC., a Tennessee Corporation, and HCA HEALTH SERVICES OF TENNESSEE, INC., a Tennessee Corporation, Merging into a Single Corporation, HCA HEALTH SERVICES OF TENNESSEE, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation. Said document was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

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SECRETARY OF STATE

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IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 9th **day of** May **in the year of our Lord nineteen hundred** eighty-four

Secretary of State

ARTICLES OF MERGER

BETWEEN

SOUTHERN HILLS MEDICAL CENTER, INC.

AND

HCA HEALTH SERVICES OF TENNESSEE, INC.

Pursuant to the provisions of the Tennessee General Corporation Act, the undersigned domestic corporations do hereby adopt the following Articles of Merger for the purpose of merging into a single corporation. BOOK 6310 PAGE 706

1. The names of the corporations, both of which were incorporated in the State of Tennesee, are Southern Hills Medical Center, Inc. and HCA Health Services of Tennessee, Inc., which shall be the surviving corporation.

2. The Plan of Merger is set forth in Exhibit A, attached hereto and made a part hereof.

3. The Plan of Merger was unanimously adopted by the unanimous written consent of the respective stockholders of each of the undersigned corporations dated as of April 27, 1984.

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles to be signed by a duly authorized officer this 2nd day of May, 1984.

SOUTHERN HILLS MEDICAL CENTER, INC.

By: _____
Donald W. Fish, Vice President

By: _____
Bettye D. Daugherty, Secretary

HCA HEALTH SERVICES OF TENNESSEE, INC.

By: _____
Donald W. Fish, Vice President

By: _____
Bettye D. Daugherty, Secretary

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EXHIBIT A

PLAN OF MERGER

Plan of Merger made as of the 27th day of April, 1984, by and between Southern Hills Medical Center, Inc. and HCA Health Services of Tennessee, Inc. (collectively, the "Constituent Corporations").

W I T N E S S E T H:

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WHEREAS, each of the Constituent Corporations is a corporation organized and existing under the laws of the State of Tennessee; and

WHEREAS, each corporation is capitalized as follows:

NAME	CLASS AND PAR VALUE OF AUTHORIZED CAPITAL STOCK	NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED AND OUTSTANDING
Southern Hills Medical Center, Inc.	Common Stock, Par Value $1.00 per share	1,000	1,000
HCA Health Services of Tennessee, Inc.	Common Stock Par Value $1.00 per share	1,000	1,000

WHEREAS, the respective Boards of Directors of each of the Constituent Corporations have determined that it is advisable that Southern Hills Medical Center, Inc. merge with and into HCA Health Services of Tennessee, Inc. and have adopted this Plan of Merger subject to the terms and conditions hereinafter set forth, all in accordance with the applicable laws of the State of Tennessee.

NOW, THEREFORE, in consideration of the premises, mutual agreements and covenants contained herein, and for the purpose of prescribing the terms and conditions of the merger, the mode of carrying the same into effect, and other details and provisions as are deemed necessary or proper, it is hereby agreed by and among the parties hereto as follows:

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1. The Merger. At the Effective Date, May 31, 1984, the separate existence of Southern Hills Medical Center, Inc. shall cease, and shall be merged into HCA Health Services of Tennessee, Inc., which shall be the surviving corporation (from and after the Effective Date, the "Surviving Corporation"). The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public, as well as of a private nature and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in each of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the 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 the Surviving Corporation. If at any time the Surviving Corporation shall consider or be advised that any further action is necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, title to any property or any rights of Southern Hills Medical Center, Inc. or to carry out the purposes of this Agreement and Plan of Merger, the last

acting officers and directors of Southern Hills Medical Center, Inc. (to the extent such persons are available), or the corresponding officers and directors of the Surviving Corporation, as the case may be, shall take such action.

2. Articles of Incorporation. From and after the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of HCA Health Services of Tennessee, Inc.

3. Effective Date. The Effective Date of the merger shall be May 31, 1984 (the "Effective Date").

4. Bylaws. The Bylaws of HCA Health Services of Tennessee, Inc. in effect on the Effective Date shall be the Bylaws of the Surviving Corporation, to remain unchanged until amended as provided by the Surviving Corporation's Articles of Incorporation or by law.

5. Directors and Officers. The directors of HCA Health Services of Tennessee, Inc. on the Effective Date shall be the directors of the Surviving Corporation, to hold office until their respective successors are duly elected in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or by law. The officers of HCA Health Services of Tennessee, Inc. on the Effective Date shall be the officers of the Surviving Corporation, to hold office at the pleasure of the Board of Directors of the Surviving Corporation.

6. Exchange of Shares. The manner and basis of exchanging the shares of capital stock of the Constituent Corporations shall be as follows:

6.1 HCA Health Services of Tennessee, Inc. Each share of Common Stock of HCA Health Services of Tennessee, Inc. outstanding on the Effective Date shall remain outstanding as a share of the common stock of the Surviving Corporation.

6.2 Southern Hills Medical Center, Inc. On the Effective Date, each share of Southern Hills Medical Center, Inc. Common Stock issued as outstanding shall automatically be cancelled and no shares of the

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Surviving Corporation shall be issued in exchange thereof.

7. The Constituent Corporations desire to effect a tax-free statutory merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned have duly executed this Plan of Merger on the date first above written.

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SOUTHERN HILLS MEDICAL CENTER, INC.

Donald W. Fish, Vice President

ATTEST:

Bettye D. Daugherty, Secretary

HCA HEALTH SERVICES OF TENNESSEE, INC.

Donald W. Fish, Vice President

ATTEST:

Bettye D. Daugherty, Secretary