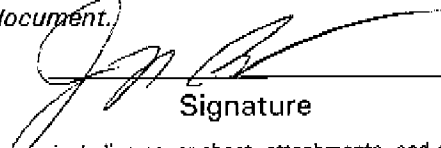


Form PTO-1594 (rev 3/1)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U. S. Department of Commerce Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): IASIS Healthcare Corporation 104 Woodmont, Suite 101 Nashville, TN 37205 ___ Individual(s) ___ Association ___ General Partnership ___ Limited Partnership <input checked="" type="checkbox"/> Corporation Tennessee ___ Other Additional name(s) of conveying party(ies) attached? ___ Yes <input checked="" type="checkbox"/> No			2. Name and Address of receiving party(ies) IASIS Management Company 104 Woodmont, Suite 101 Nashville, TN 37205 ___ Individual(s) citizenship ___ Association ___ General Partnership ___ Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware ___ Other If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? ___ Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: ___ Assignment <input checked="" type="checkbox"/> Merger ___ Security Agreement ___ Change of Name ___ Other:			Execution Date: <u>October 15, 1999</u>		
4. Application number(s) or registration number(s): A. Trademark Application No(s).			B. Trademark Registration No(s). 2384093 2384034 Additional numbers attached? ___ Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: James Talbot, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036			6. Total number of applications/registrations involved: <u>2</u>		
			7. Total fee (37 CFR 3.41) \$65 <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 044520/16)		
			8. Deposit Account No. 19-2385		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <u>James Talbot</u>  <u>February 5, 2003</u> Name Signature Date Total number of pages including cover sheet, attachments, and document: <u>4</u>					

Delaware

PAGE 1

The First State

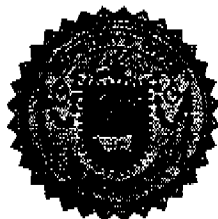
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "IASIS MANAGEMENT COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF OCTOBER, A.D. 1999, AT 11 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE FIFTEENTH DAY OF OCTOBER, A.D. 1999, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2217118

DATE **TRADEMARK**

REEL: 2605 FRAME: 0871

10/15/99

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SKADDEN ARPS → 1696584913027393673

STATE OF DELAWARE NO. 743
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 10/15/1999
991436354 - 3105765

002

**CERTIFICATE OF MERGER
OF
IASIS Healthcare Corporation
INTO
IASIS Management Company**

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

IASIS Management Company, a Delaware corporation, does hereby
certify:

FIRST: The names and states of incorporation of the constituent
corporations to this merger are as follows:

IASIS Management Company	-	Delaware
IASIS Healthcare Corporation	-	Tennessee

SECOND: An Agreement and Plan of Merger dated as of October
15, 1999, by and among IASIS Healthcare Corporation, IASIS Management Com-
pany and IASIS Healthcare Corporation (the "Merger Agreement") has been ap-
proved, adopted, certified, executed and acknowledged by each of the constituent
corporations in accordance with Section 252(c) of the General Corporation Law of
the State of Delaware and Section 48-21-107 of the Tennessee Business Corporation
Act.

THIRD: The name of the corporation surviving the merger is IASIS
Management Company.

FOURTH: The Certificate of Incorporation of IASIS Management
Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: An executed copy of the Merger Agreement is on file at an
office of the surviving corporation, 100 Woodmont Blvd., Suite 101, Nashville,
Tennessee 37205. A copy will be provided, upon request and without cost, to any
stockholder of either constituent corporation.

SIXTH: The authorized capital stock of IASIS Healthcare Corporation consists of 75,000,000 shares of common stock, par value \$.01 per share and 25,000,000 shares of preferred stock, par value, \$.01 per share, of which 1,000,000 shares of Series A Convertible Preferred Stock and 4,000,000 shares of Series B Convertible Preferred Stock have been authorized.

IN WITNESS WHEREOF, IASIS Management Company has caused this Certificate of Merger to be executed in its corporate name this 15th day of October, 1999.

IASIS Management Company

By: /s/ Frank A. Coyle
 Name: Frank A. Coyle
 Title: Secretary