

Document Number Only

423435

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

500002429475--8

-02/13/98--01002--006

****210.00 ****210.00

CORPORATION(S) NAME

Medicare Convalescent Aids of Pinellas, Inc.

and

Prime Medical Services, Inc.

into:

Rotech Oxygen and Medical Equipment, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copies

☐ Photo Copies

☐ Other

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

FEB 10 1998

PLEASE RETURN EXTRA COPIES
FILE STAMPED

merger of
CORAPMER 2/11/98

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDICARE CONVALESCENT AIDS OF PINELLAS, INC., #581939, a FL corp.

PRIME MEDICAL SERVICES, INC., #P93000044611, a FL corp.

INTO

ROTECH OXYGEN AND MEDICAL EQUIPMENT, INC., a Florida corporation,
423435

File date: February 10, 1998

Corporate Specialist: Susan Payne

**STATE OF FLORIDA
ARTICLES OF MERGER
OF
MEDICARE CONVALESCENT AIDS OF PINELLAS, INC.,
A FLORIDA CORPORATION
AND
PRIME MEDICAL SERVICES, INC.,
A FLORIDA CORPORATION
INTO
ROTECH OXYGEN^{and} MEDICAL EQUIPMENT, INC.,
A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 10 PM 3:41

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as follows:

(1) The names of the constituent corporations planning to merge are Medicare Convalescent Aids of Pinellas, Inc., Prime Medical Services, Inc., and RoTech Oxygen^{and} Medical Equipment, Inc., and the name of the surviving corporation into which each constituent corporation plans to merge is ROTECH OXYGEN^{and} MEDICAL EQUIPMENT, INC., which is hereinafter designated as the surviving corporation:

(2) The terms and conditions of the proposed merger are as follows;

Following the effective time of merger, the separate existence of Medicare Convalescent Aids of Pinellas, Inc., and of Prime Medical Services, Inc. shall cease, and RoTech Oxygen^{and} Medical Equipment, Inc. shall continue as the surviving corporation in the merger as a business corporation incorporated under the laws of the State of Florida under the name ROTECH OXYGEN^{and} MEDICAL EQUIPMENT, INC., and shall succeed to and assume all the rights and obligations of Medicare Convalescent Aids of Pinellas, Inc., Prime Medical Services, Inc. and RoTech Oxygen^{and} Medical Equipment, Inc. in accordance with the FBCA.

(3) The manner and basis of converting the shares of each constituent corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or part, into cash or other property, and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving or any other corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property, is as follows:

(a) Each share of capital stock of RoTech Oxygen^{and} Medical Equipment, Inc. issued and outstanding immediately prior to the effective time of merger shall remain outstanding and shall be unaffected by reason of the merger.

(b) Each share of Common Stock, \$1 par value, of Medicare Convalescent Aids of Pinellas, Inc. ("MCAP") issued and outstanding immediately prior to the effective time of merger, without any further action by the holder thereof, shall, at the effective time of merger, be converted into the right to receive, and become exchangeable for, a merger consideration consisting of: (i) the right to receive cash in the amount of \$2,066.67; plus (ii) 276.86 validly issued, fully paid and nonassessable shares of common stock, \$.001 par value, of Integrated Health Services, Inc. ("IHS Common Stock"); plus (iii) the right to receive additional shares of IHS Common Stock equal to a fraction (having a numerator equal to one and a denominator equal to the number of issued and outstanding shares of Common Stock, \$1 par value, of MCAP immediately prior to the time on which the merger contemplated hereby becomes effective) of the number of shares of IHS Common Stock that shall have an aggregate value equal to the amount by which \$425,532.77 exceeds the amount of the outstanding liabilities of MCAP immediately prior to the time on which the merger contemplated hereby becomes effective (with said value of IHS Common Stock to be determined by using the average closing New York Stock Exchange price of such IHS Common Stock for the twenty (20) trading day period ending on the date which is two (2) trading days prior to the date such IHS Common Stock is to be issued or delivered) and with such shares of IHS Common Stock to be issued or delivered nine (9) months following the effective date of the merger; provided that in lieu of the issuance of any fractional shares of IHS Common Stock, cash (without interest) shall be delivered to each holder of any fractional shares in an amount equal to (x) the fractional part of a share of IHS Common Stock into which the shares of Medicare Convalescent Aids of Pinellas, Inc. Common Stock otherwise would be converted (y) multiplied by \$29.859.

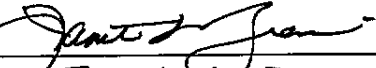
(c) Each share of Common Stock, \$1 par value, of Prime Medical Services, Inc. issued and outstanding immediately prior to the effective time of merger, without any further action by the holder thereof, shall, at the effective time of merger, be converted into the right to receive, and become exchangeable for, a merger consideration consisting of: (i) the right to receive cash in the amount of \$549.02; plus (ii) 77.09 validly issued, fully paid and nonassessable shares of IHS Common Stock; provided that in lieu of the issuance of any fractional shares of IHS Common Stock, cash (without interest) shall be delivered to each holder of any fractional shares in an amount equal to (x) the fractional part of a share of IHS Common Stock into which the shares of Prime Medical Services, Inc. Common Stock otherwise would be converted (y) multiplied by \$29.859.

SECOND: The effective date of the merger is the date of filing of these articles of merger.

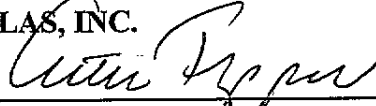
THIRD: The plan of merger was adopted by the shareholders of Medicare Convalescent Aids of Pinellas, Inc., a Florida corporation, on the 30th day of January, 1998, by the shareholders of Prime Medical Services, Inc., a Florida corporation, on the 30th day of January, 1998, and by the shareholders of RoTech Oxygen and Medical Equipment, Inc., a Florida corporation, on the 30th day of January, 1998.

Signed as of the 30th day of January, 1998.

**ROTECH OXYGEN and MEDICAL
EQUIPMENT, INC.**

By: 
Name: Janet L. Ziomek
Title: VP - FINANCE

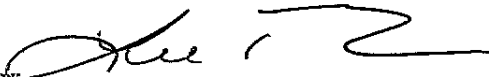
**MEDICARE CONVALESCENT AIDS OF
PINELLAS, INC.**

By: 
(Chairman or Vice Chairman of the
Board of Directors, or President or
another Officer)

ARTHUR TEPPER
(Name)

Vice President / Chairman of the Board of Directors
(Title)

PRIME MEDICAL SERVICES, INC.

By: 
(Chairman or Vice Chairman of the
Board of Directors, or President or
another Officer)

LEE T. MCCREARY
(Name)

President / Chairman of the Board of Directors
(Title)