

423435

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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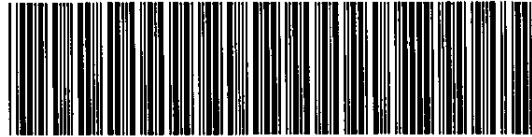
(Business Entity Name)

(Document Number)

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STATE
DIVISION OF CORPORATIONS
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C McNAIR

ROTECH HEALTHCARE INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 NOV -4 AM 10:09

Veronica R. Maddox, FRP
Corporate Governance Manager
(407) 822-4614
Veronica.Maddox@rotech.com

November 1, 2016

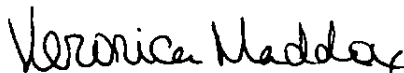
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger - National Medical Equipment Centers, Inc.

Dear Clerk:

Enclosed for filing, please find an original plus copy of the Articles of Merger and Plan of Merger for National Medical Equipment Centers, Inc. I am also enclosing a check in the amount of \$70.00. Kindly return a filed-stamped copy of the Articles in the self-addressed, postage paid envelope provided. If you have any questions, please do not hesitate to contact me.

Sincerely,



Veronica R. Maddox
Corporate Governance Manager

**ARTICLES OF MERGER
OF
NATIONAL MEDICAL EQUIPMENT CENTERS, INC.
AND
ROTECH OXYGEN AND MEDICAL EQUIPMENT, INC.**

RECEIVED
DIVISION OF CORPORATIONS
16 NOV -4 AM 10:09

Pursuant to § 607.1105 of the Florida Business Corporation Act, the domestic business corporations herein named do hereby adopt the following Articles of Merger.

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging National Medical Equipment Centers, Inc. with and into RoTech Oxygen and Medical Equipment, Inc. as approved by resolution adopted by the sole shareholder and board of directors of National Medical Equipment Centers, Inc. on November 1, 2016 and by resolution adopted by the sole shareholder and board of directors of RoTech Oxygen and Medical Equipment, Inc. on November 1, 2016.

2. Surviving corporation: RoTech Oxygen and Medical Equipment, Inc., a Florida corporation, document number is 423435. Merging corporation: National Medical Equipment Centers, Inc., a Florida corporation, document number is J79815.


3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was adopted by the sole shareholder and board of directors of the surviving corporation on November 1, 2016.

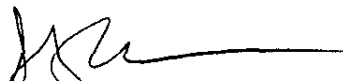
5. The Plan of Merger was adopted by the sole shareholder and board of directors of the merging corporation on November 1, 2016.

Executed on November 1, 2016.

**NATIONAL MEDICAL EQUIPMENT
CENTERS, INC.**

By: 
Steven B. Burres
Secretary

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

By: 
Steven B. Burres
Secretary

PLAN OF MERGER adopted by National Medical Equipment Centers, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and board of directors on November 1, 2016, and adopted by RoTech Oxygen and Medical Equipment, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and board of directors on November 1, 2016. The names of the corporations planning to merge are National Medical Equipment Centers, Inc. and RoTech Oxygen and Medical Equipment, Inc. The name of the surviving corporation into which National Medical Equipment Centers, Inc. plans to merge is RoTech Oxygen and Medical Equipment, Inc.

1. National Medical Equipment Centers Inc. and RoTech Oxygen and Medical Equipment, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, RoTech Oxygen and Medical Equipment, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of National Medical Equipment Centers, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The present articles of incorporation of the surviving corporation upon the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first board of directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled, and all rights of the holder thereof in respect to each share of the non-surviving corporation shall be extinguished, as set forth herein. Each issued and outstanding share of the surviving corporation prior to the effective time and date of the merger shall, by virtue of the merger, remain issued and outstanding.

6. The board of directors and the proper officers of the non-surviving corporation and the board of directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.