

Document Number Only

484713

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002509706-18

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Bimera Acquisition, Inc.

merging into:

Bimera, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Mark

☐ Limited Partnership

☐ Reinstatement

☒ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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SECRETARY OF CORPORATION
TALLAHASSEE, FLORIDA
4:08

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Thanks, Melanie ☺

5-4-98

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Melanie

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Jon
Meger
C.C.

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIMECO ACQUISITION, INC., a Florida corporation, P98000027161

INTO

BIMECO, INC., a Florida corporation, 484713

File date: May 4, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
BIMECO ACQUISITION, INC.
(A Florida corporation)

FILED
98 MAY -4 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITH AND INTO
BIMECO, INC.
(A Florida Corporation)

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

FIRST: The Plan of Merger is as follows:

1. The Effective Time. The effective time of the Merger (as defined below) (the "Effective Time") will be the date and time on the closing date of the Merger (as defined below) when the articles of merger are accepted for filing by the Florida Department of State.
2. Certain Effects of the Merger. At and as of the Effective Time:
 - (a) Bimeco Acquisition, Inc., a Florida corporation ("Newco") and a wholly owned subsidiary of TRIAD Medical Inc., a Delaware corporation ("TMI"), will be merged with and into (the "Merger") Bimeco, Inc., a Florida corporation ("Bimeco"), and Bimeco will be the surviving corporation. The name of the surviving corporation will be "Bimeco, Inc." which is hereinafter referred to as the "*Surviving Corporation*";
 - (b) The Surviving Corporation will possess all the properties and rights, and be subject to all the restrictions and duties, of Bimeco and Newco and be governed by the laws of the State of Florida;
 - (c) Article III of the Articles of Incorporation of the Bimeco will be amended to read in its entirety as follows:

"III

The total number of shares of capital stock that the corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share."

and so amended, the Articles of Incorporation of Bimeco will be the Articles of Incorporation of the Surviving Corporation;

- (d) Article III Section 6 of the Bylaws of Bimeco will be amended to read in its entirety as follows:

“Section 6. Number. This corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the terms of any incumbent director.”

and so amended, the Bylaws of Bimeco will be the Bylaws of the Surviving Corporation;

- (e) the members of the [] board of directors of the Surviving Corporation will be as set forth below; and

Lance C. Ruud

William C. Klintworth, Jr.

R. Tucker Coop

- (f) the [] officers of the Surviving Corporation will be:

William C. Klintworth, Jr.	President
Lance C. Ruud	Vice President and Assistant Secretary
Regis Farrell	Vice President
Richard Sorrento	Vice President, Secretary, and Treasurer

3. Definitions. As used in this Plan of Merger, the following terms have the meanings assigned to them below.

“*Bimeco Common Stock*” means the common stock, par value \$.01 per share, of Bimeco.

“*Entity*” means any sole proprietorship, corporation, partnership of any kind having a separate legal status, limited liability company, business trust, unincorporated organization or association, mutual company, joint stock company or joint venture.

“*Newco Common Stock*” means the common stock, par value \$1.00 per share, of Newco.

“*Person*” means any natural person, Entity, estate, trust, union or employee organization or Governmental Authority.

“*TMI Common Stock*” means the common stock, par value \$.001 per share, of TMI.

4. Effect of the Merger on Capital Stock. As of the Effective Time, as a result of the Merger and without any action on the part of any holder thereof:

- (a) the shares of Bimeco Common Stock issued and outstanding immediately prior to the Effective Time will (i) be converted into the right to receive, without interest, on surrender of the certificate evidencing those shares, the amount of cash, and the number of whole and fractional shares of TMI Common Stock set forth in Schedule 4.1 attached hereto (the “Merger Consideration”), (ii) cease to be outstanding and to exist, and (iii) be canceled and retired;
- (b) each share of Bimeco Common Stock held in the treasury of Bimeco or any Bimeco subsidiary will (i) cease to be outstanding and to exist and (ii) be canceled and retired; and
- (c) each share of Newco Common Stock issued and outstanding immediately prior to the Effective Time will be converted into one share of Common Stock, par value \$1.00 per share, of the Surviving Corporation, and the shares of Common Stock of the Surviving Corporation issued on conversion will constitute all the issued and outstanding shares of Capital Stock of the Surviving Corporation.

Each holder of a certificate representing shares of Bimeco Common Stock immediately prior to the Effective Time (a “Stockholder”, and collectively the “Stockholders”) will, as of the Effective Time and thereafter, cease to have any rights respecting those shares other than the right to receive, without interest, the Merger Consideration payable in respect of those shares and the additional cash, if any, owing with respect to those shares as provided below.

5. Delivery, Exchange and Payment. At or after the Effective Time: (a) each Stockholder, as the holder of certificates representing shares of Bimeco Common Stock, will, on surrender of his certificates to TMI (or any agent which may be appointed by TMI), receive, and TMI will pay and issue, or cause to be paid and issued, to each Stockholder, in each case, subject to the provisions below, the Merger

Consideration payable in respect of those certificates; and (b) until any certificate representing Bimeco Common Stock has been surrendered and replaced, that certificate will, for all purposes, be deemed to evidence ownership of the number of whole shares of TMI Common Stock included in the Merger Consideration payable in respect of that certificate. All shares of TMI Common Stock issuable in the Merger will be deemed for all purposes to have been issued by TMI at the Effective Time. All cash included in the Merger Consideration shall be paid by TMI's company check or checks, one or more wire transfers to accounts designated by the respective Stockholders at least two New York business days before the closing date of the Merger, or by certified or official bank check or checks, at TMI's option.

Each Stockholder will deliver to TMI (or any agent that may be appointed by TMI) on or before the closing date of the Merger the certificates representing Bimeco Common Stock owned by the Stockholder, duly endorsed in blank by him, or accompanied by duly executed stock powers in blank, and with all necessary transfer tax and other revenue stamps, acquired at his expense, affixed and canceled. Each Stockholder shall cure any deficiencies in the endorsement of the certificates or other documents of conveyance respecting, or in the stock powers accompanying, the certificates representing Bimeco Common Stock delivered by him.

No dividends, interest or other distributions declared or earned after the Effective Time with respect to cash or TMI Common Stock issuable and payable to the holders of record thereof after the Effective Time will be paid to the holder of any unsurrendered certificates representing shares of Bimeco Common Stock for which shares of TMI Common Stock have been issued, or cash has been paid, in the Merger until those certificates are surrendered as provided herein, but (a) on such surrender TMI will cause to be paid, to the Person in whose name the certificates representing such shares of TMI Common Stock shall then be issued, the amount of dividends, interest or other distributions previously paid with respect to such whole shares of TMI Common Stock with a record date, or which have accrued, subsequent to the Effective Time, but prior to surrender, and the amount of any cash payable to such Person for and in lieu of fractional shares pursuant the provisions below and (b) at the appropriate payment date or as soon as practicable thereafter, TMI will cause to be paid to that Person the amount of dividends, interest or other distributions with a record date, or which have been accrued, subsequent to the Effective Time, but which are not payable until a date subsequent to surrender, which are payable with respect to such whole shares of TMI Common Stock, subject in all cases to any applicable escheat laws. No interest will be payable with respect to the payment of such dividends or other distributions or cash for and in lieu of fractional shares on surrender of outstanding certificates.

6. Fractional Shares. Notwithstanding any other provision of this Plan of Merger, no fractional shares of TMI Common Stock will be issued in connection with the

Merger, and any Stockholder otherwise entitled to receive a fractional share of TMI Common Stock, but for this provision, will instead be entitled to receive a cash payment for and in lieu thereof in the amount (rounded to the nearest whole cent) equal to that Person's fractional interest in a share of TMI Common Stock multiplied by \$8.00.

SECOND: The effective date of the Merger is May 4, 1998.

THIRD: In accordance with the provisions of Sections 607.0704 and 607.1103 of the FBCA, the Plan of Merger was adopted by the joint unanimous written consent of the Directors and the sole shareholder of Bimeco Acquisition, Inc. dated May 1, 1998 and was adopted by the unanimous written consent of the Directors of Bimeco, Inc. dated May 1, 1998 and by the written consent of the holders of a majority of the shares of the only class of stock of Bimeco, Inc. dated May 1, 1998, which vote is sufficient to approve the adoption of the Plan of Merger.

FOURTH: As provided in the Plan of Merger, Article III of the Articles of Incorporation of Bimeco is amended to read in its entirety as follows:

“III

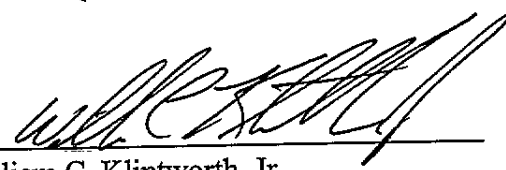
The total number of shares of capital stock that the corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.”

So amended, the Articles of Incorporation of Bimeco are the Articles of Incorporation of the Surviving Corporation.

[Signature Page Follows]

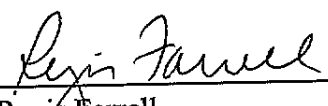
IN WITNESS WHEREOF, each of the undersigned corporations has caused these articles of merger to be signed on its behalf as of May 1, 1998.

BIMECO ACQUISITION, INC.

By: 

William C. Klintworth, Jr.
President

BIMECO, INC.

By: 

Regis Farrell
President

SCHEDULE 4.1

A. Words and terms used in this Schedule which are defined in the Plan of Merger to which this Schedule is attached as Schedule 4.1 are used herein as therein defined.

B. The name and address of each Stockholder are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Butterworth	1340 Gulf Blvd #19E, Clearwater, FL 33786
Regis Farrell	P.O. Box 787, Crystal Beach, FL 34681
Richard H. Perry*	3012 Grande Valley Circle, Cary, NC 27513
John J. McMahon*	1975 West Bay Drive #405, Largo, FL 33770
Ron Sokol	3420 Dove Hollow Court, Palm Harbor, FL 34683
Richard Sorrento	31177 US Highway 19N #405, Palm Harbor, FL 34684
Mark A. Jungers	Post Office Box 3048, Peachtree City, GA 30269
Terry D. Handsel*	8648 Longwood Dr., Largo, FL 33777
Rick Sullivan	10199 Windtree Blvd., Seminole, FL 33772
Robert L. Butterworth	4608 Players Court, Tampa, FL 33624
Teresa Logan	18715 Yocam Ave., Lutz, FL 33549
Gregory J. Zaski	1503 Bayshore Boulevard, Indian Rocks Beach, FL 33785
Eric E. Abston	217 Briarpatch Court, Stockbridge, GA 30281
Jacquelyn Scott	216 SE 16th Ave., Ft. Lauderdale, FL 33301
John Oates	420 Barkshire Lane, Roswell, GA 30076
Charles W. Britt	108 Indian Bayou Dr., Destin, FLA 32541
John W. Daniels, Jr.	76000 Bryan Dairy Rd, Unit A, Largo, FL 33777
M. Marlene Lambertson	434 Bouchelle Dr. #202, New Smyrna Beach, FL 32169
Hartsell C. Thomas*	Highway 44-358, Bristol, TN 37620
Curt Gallatin	4900 SW 205th Avenue, Ft. Lauderdale, FL 33332
Sandra R. Jungers	Post Office Box 3048, Peachtree City, GA 30269
Andrew P. Schram	5490 SW 8th Street, Plantation, FL 33317
Roberta L. Gressman	14740 Shipwatch Trace #1941, Largo, FL 33774
Jane N. Turner*	10263 137th Lane North, Largo, FL 33774
Thomas F. Mulligan*	100 Bluffview Dr. #515A, Belleaire Bluffs, FL 33770
Brenda Browning	2940 Landmark Dr., Conyers GA 30094
L.T. Sapp, Jr.*	5027 Gramont Ave., Orlando, FL 32812
Patricia D. Belanger	7955 NW 5th Court #204, Margate, FL 33063
Karen Livernois	4026 Portsmouth Road, Largo, FL 33771
Harvey "Rocky" McGinnis	135 Tanglewood Drive, Fayetteville, GA 30214
Mack Cranford	9437 Tillot Drive, Mathews, NC 28105
Jack Raben	P.O. Box 9151, Ft. Lauderdale, FL 33310

Craig Cordes
Rickie Pringle
Frank Ammirati

1396 Belmont Lane, Helena, AL 35080
3807 Danya Drive, College Park, GA 30349
7142 Sportsman's Dr., North Lauderdale, FL 33068

*—certain of the shares are held of record by trusts related to the named stockholder or jointly with the stockholder's spouse

C. The aggregate Merger Consideration shall be comprised of (i) an amount of cash equal to \$5,000,000 (the "Cash Consideration") and (ii) 1,217,392 shares of TMI Common Stock (the "Stock Consideration"). The amount of Cash Consideration and the number of shares of TMI Common Stock included in the Stock Consideration to be payable and issuable to the respective Stockholders are as follows:

<u>Name of Stockholder</u>	<u>Cash Consideration</u>	<u>Stock Consideration</u> <u>(in shares of TMI Common Stock)</u>
Robert A. Butterworth	\$2,700,152	664,391
Regis Farrell	\$1,013,495	249,378
Richard H. Perry*	\$99,091	24,382
John J. McMahon*	\$243,946	60,025
Ron Sokol	\$152,037	37,410
Richard Sorrento	\$152,037	37,410
Mark A. Jungers	\$135,647	33,377
Terry D. Handsel*	\$52,948	13,028
Rick Sullivan	\$45,384	11,167
Robert L. Butterworth	\$30,256	7,445
Teresa Logan	\$30,256	7,445
Gregory J. Zaski	\$30,256	7,445
Eric E. Abston	\$27,230	6,700
Jacquelyn Scott	\$24,456	6,018
John Oates	\$24,205	5,956
Charles W. Britt	\$23,951	5,893
John W. Daniels, Jr.	\$23,933	5,889
M. Marlene Lambertson	\$22,238	5,472
Hartsell C. Thomas*	\$18,154	4,467
Curt Gallatin	\$18,154	4,467
Sandra R. Jungers	\$18,154	4,467
Andrew P. Schram	\$14,704	3,618
Roberta L. Gressman	\$12,859	3,164
Jane N. Turner*	\$12,102	2,978

SENT BY:

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Thomas F. Mulligan*	\$32,000	0
Brenda Browning	\$6,792	1,671
L.T. Sapp, Jr.*	\$16,000	0
Patricia D. Belanger	\$5,150	1,267
Karen Livernois	\$3,026	744
Harvey "Rocky" McGinnis	\$2,723	670
Mack Cranford	\$2,118	521
Jack Raben	\$1,815	447
Craig Cordes	\$4,000	0
Rickie Pringle	\$330	81
Frank Ammirati	\$400	0

*—certain of the consideration to be paid to trusts related to the named stockholder or jointly with the stockholder's spouse