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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Paragon Medical, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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merger

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Paragon Medical, Inc.	Indiana	F06000007752

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Osteomac, Inc.	Florida	P04000135260
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE

1/1/07

Third: The Plan of Merger is attached.

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

at 12:03 E.S.T. on

OR 1/1/07 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 20, 2008 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Pursuant to the Florida Business Corporation Act, Section 607.1104, Florida Statutes and Ind. Code Section 23-1-40-4, approval of the Plan of Merger by the board of directors or shareholders of the Merging Corporation was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleParagon Medical, Inc.Tobias W. Buck, Chairman and CEOOsteomac, Inc.Tobias W. Buck, Chairman

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of the 21st day of December, 2006, by and among PARAGON MEDICAL, INC., an Indiana corporation ("Parent") and OSTEOMAC, INC., a Florida corporation ("Subsidiary") (Parent and Subsidiary are collectively referred to herein as the "Parties").

RECITALS

1. Parent is duly organized and validly existing as a corporation under the Indiana Business Corporation Law ("IBCL"). Subsidiary is duly organized and validly existing as a corporation under the Florida Business Corporation Act ("FBCA").
2. The Board of Directors of Parent has determined that it is advisable and in the best interests of the Parties that Subsidiary be merged with and into Parent upon the terms and subject to the conditions set forth in this Agreement and in accordance with the applicable laws of the State of Florida and the State of Indiana.
3. The Board of Directors of Parent has approved and adopted this Agreement.
4. The outstanding capital stock of Subsidiary consists of one thousand (1,000) shares of common stock, all of which are owned by Parent.
5. The authorized capital stock of the Parties is as follows:

<u>Party</u>	<u>Authorized Capital Stock</u>	<u>Par Value Per Share</u>
Parent	61,000	None
Subsidiary	1,000	\$1.00

AGREEMENTS

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties do hereby covenant and agree as follows:

Section 1. The Merger. At the Effective Time (as such term is hereinafter defined), in accordance with the provisions of the IBCL and FBCA, as applicable, and the terms of this Agreement, the Subsidiary will be merged with and into Parent (the "Merger") with Parent surviving the Merger (the "Surviving Corporation"). The Merger shall have all of the effects provided by the IBCL and FBCA, as applicable.

Section 2. Effective Time of the Merger. The Merger shall become effective at 12:03 a.m. E.S.T. on January 1, 2007 (the "Effective Time").

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Section 3. Articles of Incorporation, Code of By-Laws, Directors and Officers.

(a) The Articles of Incorporation of Parent as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until further amended in accordance with the laws of the State of Indiana.

(b) The Code of By-Laws of Parent as in effect immediately prior to the Effective Time shall be the Code of By-Laws of the Surviving Corporation from and after the Effective Time until further amended in accordance with the laws of the State of Indiana, the Articles of Incorporation and the Code of By-Laws of the Surviving Corporation.

(c) The directors and officers of Parent in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time and each shall hold his respective office or offices from and after the Effective Time until his successor shall have been elected and qualified or as otherwise provided in the Code of By-Laws of the Surviving Corporation.

Section 4. Manner and Basis of Converting Stock.

(a) Since Subsidiary is wholly owned by Parent, the ultimate ownership of Parent and Subsidiary is identical, and, accordingly, there is no necessity to issue additional shares of the Surviving Corporation in order to provide proper economic effect to the Merger.

(b) At the Effective Time, each common share of the Subsidiary that shall be outstanding immediately prior to the Effective Time, by virtue of the Merger and without any further action being required, shall be cancelled and deemed surrendered.

(c) All common shares of Parent outstanding as of the Effective Time shall continue to be the outstanding shares of the Surviving Corporation at and after the Effective Time.

Section 5. Certain Effects of the Merger. The separate existence and organization of Subsidiary shall cease at the Effective Time except insofar as it may be continued by law, and thereupon Subsidiary and Parent shall be a single corporation, sometimes hereinafter referred to as the Surviving Corporation. At the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, powers and franchises, both public and private in nature, and all the property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other things in action or belonging to Subsidiary shall be vested in the Surviving Corporation, and all property, rights, privileges, power and franchises, and every other interest shall be thereafter the property of Surviving Corporation. All rights of creditors and all liens upon any property of Subsidiary shall be preserved unimpaired,

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and all debts, liabilities, and duties of Subsidiary shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

Section 6. Shareholder Approval. Pursuant to the provisions of IND. CODE § 23-1-40-4 and Section 607.1104 of the FBCA, this Agreement and related matters shall not be submitted to the shareholders of the Surviving Corporation or the sole shareholder of the Subsidiary for approval by vote with respect thereto, and the Surviving Corporation as the sole shareholder of the Subsidiary hereby waives the mailing requirement and the 30-day notice period provided in IND. CODE §§ 23-1-40-4(c) and 23-1-40-4(d) and Sections 607.1104(b)(2) and (3) of the FBCA. Pursuant to IND. CODE § 23-1-40-4 and Section 607.1104 of the FBCA, this Agreement was adopted without approval of the Board of Directors of the Subsidiary.

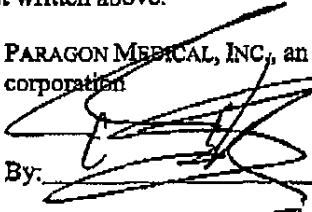
Section 7. Termination and Abandonment. This Agreement may be terminated, and the Merger contemplated thereby abandoned, at any time prior to the Effective Time, by the Board of Directors of Parent.

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IN WITNESS WHEREOF, each of the Parties has caused this Agreement and Plan of Merger to be executed as of the date first written above.

PARAGON MEDICAL, INC., an Indiana corporation

By: 

OSTEOMAC, INC., a Florida corporation

By: 