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F93000000173

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Merger

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*Reid Medical System, Inc.
merging into: Novacare Orthotics
& Prosthetics East, Inc.*

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- NonProfit
- Limited Liability Company
- Foreign
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- Limited Liability Partnership
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SECRETARY
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

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12/29

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ARTICLES OF MERGER
Merger Sheet

MERGING:

REID MEDICAL SYSTEMS, INC., a Florida corporation M74292

into

NOVACARE ORTHOTICS & PROSTHETICS EAST, INC., a Delaware entity
F93000000173

File date: December 29, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
REID MEDICAL SYSTEM, INC.
INTO
NOVACARE ORTHOTICS & PROSTHETICS EAST, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: NovaCare Orthotics & Prosthetics East, Inc. (hereinafter referred to as the "Parent Entity") is a corporation organized under the laws of the State of Delaware which owns all of the outstanding shares of each class of Reid Medical System, Inc. (hereinafter referred to as the "Subsidiary Entity"), being a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted on December 15, 1999 by the board of directors of the Parent Entity: (i) NovaCare Orthotics & Prosthetics East, Inc. shall merge into itself its wholly-owned subsidiary, Reid Medical System, Inc., with such merger to be effective on December 31, 1999, and assume all obligations of Reid Medical System, Inc. and (ii) the merger shall be effective on December 31, 1999.

THIRD: All the outstanding shares of the Subsidiary Entity are held only by the Parent Entity, with such shares of the Subsidiary Entity being extinguished upon the effectiveness of the merger.

FOURTH: There are no dissenting shareholders in this merger. The Parent Entity, as the sole shareholder of the Subsidiary Entity, has unanimously approved the merger.

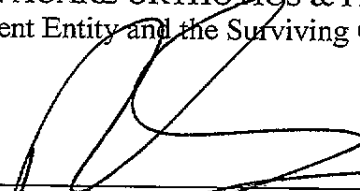
FIFTH: The Parent Entity, being the sole shareholder of the Subsidiary Entity, waived the mailing requirement of the plan of merger.

SIXTH: The effective date of the merger is December 31, 1999.

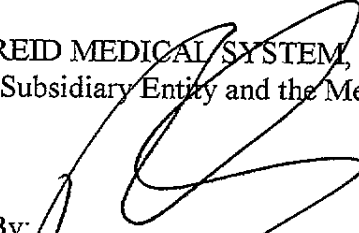
SEVENTH: There are no amendments to the Articles of Incorporation of the Parent Entity as a result of the merger.

These Articles of Merger are signed this 15th day of December, 1999.

NOVACARE ORTHOTIGS & PROSTHETICS EAST, INC.
(Parent Entity and the Surviving Corporation)

By: 
Richard A. Stein
Vice President, Treasurer & Secretary

REID MEDICAL SYSTEM, INC.
(Subsidiary Entity and the Merged Corporation)

By: 
Richard A. Stein
Vice President, Treasurer & Secretary