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MERGER OR SHARE EXCHANGE

HANGER PROSTHETICS & ORTHOTICS EAST, INC.

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**ARTICLES OF MERGER
OF
ORTHOTIC & PROSTHETIC REHABILITATION TECHNOLOGIES, INC.
INTO
HANGER PROSTHETICS & ORTHOTICS EAST, INC.**

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

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hanger Prosthetics & Orthotics East, Inc.	Delaware	F93000000173

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Orthotic & Prosthetic Rehabilitation Technologies, Inc.	Florida	P92000012599

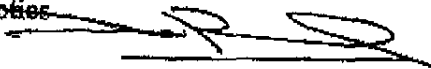
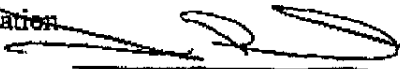
THIRD: The plan of merger is attached.

FOURTH: The merger shall become effective on December 31, 2004.

FIFTH: Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2004.

SIXTH: Adoption of Merger by merging corporation – The Plan of Merger was adopted by the shareholders of the merging corporation on December 15, 2004.

SEVENTH: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual & Title</u>
Hanger Prosthetics & Orthotics East, Inc.		Ivan R. Sabel, President
Orthotic & Prosthetic Rehabilitation Technologies, Inc.		Ivan R. Sabel, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hanger Prosthetics & Orthotics East, Inc.	Delaware

2. The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Orthotic & Prosthetic Rehabilitation Technologies, Inc.	Florida

3. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation, or in whole or in part, into cash or other property are as follows:

Upon the effectiveness of the merger, the shares (as well as any rights to acquire shares) of Orthotic & Prosthetic Rehabilitation Technologies, Inc. shall be canceled and no shares (or rights to acquire shares) of Hanger Prosthetics & Orthotics East, Inc. or other consideration shall be issued in consideration therefor.

4. Since 100% of the subsidiary/merging corporation is owned by the parent corporation, there is no requirement to state that shareholders of the subsidiary/merging corporation who, except for the applicability of section 607.1104, F.S., would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid fair value for their shares.