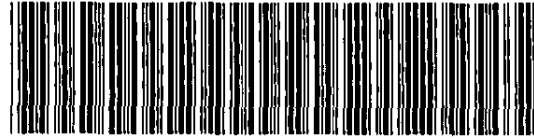


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(Requestor's Name)

(Address)

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12 DEC 27 PM 3:05

Merger

DEC 28 2012
T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 474558 5161069

AUTHORIZATION :

Spuddean

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 2012

ORDER TIME : 1:09 PM

ORDER NO. : 474558-010

CUSTOMER NO: 5161069

ARTICLES OF MERGER

TGG MEDICAL TRANSITORY, INC.

INTO

THERAKOS, INC.

*File Merger
1st
please*



PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
TGG MEDICAL TRANSITORY, INC.
(A DELAWARE CORPORATION)
WITH AND INTO
THERAKOS, INC.
(A FLORIDA CORPORATION)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 DEC 27 PM 3:05

FIRST. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>State of Incorporation</u>
Therakos, Inc.	Florida

SECOND. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>State of Incorporation</u>
TGG Medical Transitory, Inc.	Delaware

THIRD. The Agreement and Plan of Merger by and between TGG Medical Transitory, Inc. (the "Merging Corporation") and Therakos, Inc. (the "Surviving Corporation") dated as of December 27, 2012 (the "Plan of Merger") is attached as Exhibit A.

FOURTH. The Merger shall become effective upon filing.

FIFTH. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on December 27, 2012.

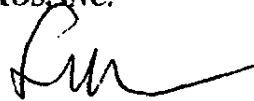
SIXTH. The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on December 27, 2012.

[Reminder of page intentionally left blank.]

IN WITNESS WHEREOF, Therakos, Inc. and TGG Medical Transitory, Inc. have caused these Articles of Merger to be signed by an authorized officer on December 27, 2012.

THERAKOS, INC.

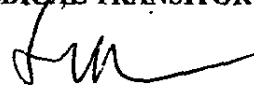
By:



Name: Steven G. Eisner
Title: President

TGG MEDICAL TRANSITORY, INC.

By:



Name: Steven G. Eisner
Title: President

Exhibit A

Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of the 27th day of December, 2012 (the "Effective Date") by and between Therakos, Inc., a Florida corporation (the "Company") and TGG Medical Transitory, Inc., a Delaware corporation ("Transitory").

RECITALS

A. Pursuant to that certain Asset Purchase Agreement, dated October 5, 2012 (the "Purchase Agreement"), by and among Ortho-Clinical Diagnostics, Inc., a New York corporation, TGG Medical Solutions, Inc., a Delaware corporation ("TGG Medical"), and, solely with respect to Section 6.07, Gores Capital Partners III, L.P., a Delaware limited partnership, TGG Medical acquired sixty (60) shares of the common stock of the Company (the "Company Common Stock"), which represent all of the issued and outstanding capital stock of the Company.

B. TGG Medical owns one thousand (1,000) shares of Series A Common Stock of Transitory (the "Transitory Common Stock"), which represent all of the issued and outstanding capital stock of Transitory.

C. This Agreement provides the terms and conditions upon which the merger of Transitory with and into the Company will be consummated (the "Merger").

D. This Agreement and the Merger have been approved by the board of directors and the shareholders of each of the Company and Transitory.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties and covenants herein contained, the parties agree as follows.

ARTICLE I
MERGER

1.1 A certificate of merger in the form set forth as Exhibit A (the "Certificate of Merger") reflecting the Merger has been duly prepared and executed in accordance with the Delaware General Corporation Law (the "DGCL"), and will be delivered on the Effective Date to the Secretary of State of the State of Delaware for filing.

1.2 Articles of merger in the form set forth as Exhibit B (the "Articles of Merger") reflecting the Merger have been duly prepared and executed in accordance with the Florida Business Corporation Act (the "FBCA"), and will be delivered on the Effective Date to the Secretary of State of the State of Florida for filing.

1.3 The Merger shall become effective immediately upon filing of the Certificate of Merger and Articles of Merger (the "Effective Time").

1.4 Subject to the terms and conditions of this Agreement, at the Effective Time, Transitory shall be merged with and into the Company in accordance with the DGCL and the FBCA. Following the Merger, the Company shall continue as the surviving entity (the "Surviving Corporation") and the separate corporate existence of Transitory shall cease. The Merger shall be consummated pursuant to the terms of

this Agreement, which has been approved and adopted by the board of directors and the shareholders of each of the Company and Transitory.

1.5 Subject to the provisions of this Section 1.5, at the Effective Time, by virtue of the Merger and without any action on the part of the parties or their respective shareholders, the shares of the constituent corporations of the Merger shall be converted as follows:

(a) Each share of Transitory Common Stock issued and outstanding at the Effective Time shall be converted into and become one fully paid and nonassessable share of Surviving Corporation Series A Common Stock, par value of \$0.001 per share, having the rights, preferences and privileges as set forth in the Restated Articles ("Surviving Corporation Common Stock"). The certificates evidencing ownership of the outstanding shares of Transitory Common Stock shall, after the Merger, evidence ownership of the shares of Surviving Corporation Common Stock into which such shares are converted.

(b) Each share of Company Common Stock issued and outstanding at the Effective Time shall cease to be outstanding and shall be cancelled for no consideration. The certificates evidencing ownership of the outstanding shares of Company Common Stock shall, after the Merger, shall be cancelled and shall no longer have any value or evidence Company Common Stock.

ARTICLE II GOVERNANCE OF SURVIVING CORPORATION

2.1 The articles of incorporation of the Company as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation until otherwise amended or repealed in accordance with the FBCA.

2.2 The officers and directors of the Company in office immediately prior to the Effective Time shall remain in office and shall serve as the officers and directors of the Surviving Corporation from and after the Effective Time in accordance with the bylaws of the Surviving Corporation.

ARTICLE III CONSUMMATION OF MERGER

3.1 This Agreement (a) constitutes the entire agreement and supersedes all other prior agreements and undertakings, both written and oral, between the parties with respect to the subject matter hereof, (b) is not intended to confer upon any other person any rights or remedies hereunder, and (c) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Delaware, except for such matters of other states' general corporate laws which are required to govern.

3.2 The Surviving Corporation shall pay all expenses incident of carrying this Agreement into effect.

3.3 For the convenience of the parties, any number of counterparts may be executed, and each executed counterpart shall be deemed an original instrument.

(Signatures Appear on Following Page)

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed and delivered by their respective authorized representatives as of the date first written above.

COMPANY

THERAKOS, INC.

By:  _____

Name: Steven G. Eisner

Title: President

TRANSITORY

TGG MEDICAL TRANSITORY, INC.

By:  _____

Name: Steven G. Eisner

Title: President

EXHIBIT A

CERTIFICATE OF MERGER

See Attached.

CERTIFICATE OF MERGER

OF

TGG MEDICAL TRANSITORY, INC.
(A DELAWARE CORPORATION)

WITH AND INTO

THERAKOS, INC.
(A FLORIDA CORPORATION)

**Pursuant to Section 252 of the General
Corporation Law of the State of Delaware**

Therakos, Inc. (the "Company"), a corporation formed under the laws of Florida, hereby certifies as follows:

FIRST. The name and state of incorporation of each of the constituent corporations of the merger (collectively, the "Constituent Corporations") and such merger, the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Therakos, Inc.	Florida
TGG Medical Transitory, Inc.	Delaware

SECOND: The Agreement and Plan of Merger by and between Therakos, Inc. and TGG Medical Transitory, Inc., dated as of December 27, 2012 (the "Merger Agreement"), has been certified, approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Company shall be the surviving corporation of the Merger (the "Surviving Corporation") and the name of the Surviving Corporation shall be "Therakos, Inc."

FOURTH: The Articles of Incorporation of the Surviving Corporation shall be amended and restated on the Effective Date.

FIFTH: The Merger, and this Certificate of Merger, shall be effective upon filing.

SIXTH: The executed Merger Agreement is on file at 5 Great Valley Parkway, Malvern, PA 19355, which is the office of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement shall be furnished by the Surviving Corporation on request, without cost, to any stockholder of either of the Constituent Corporations.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Corporation arising from

this Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 5 Great Valley Parkway, Malvern, PA 19355.

[Reminder of page intentionally left blank.]

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer on December 27, 2012.

THERAKOS, INC.

By:



Name: Steven G. Eisner

Title: President

EXHIBIT B

ARTICLES OF MERGER

See Attached.

ARTICLES OF MERGER

OF

TGG MEDICAL TRANSITORY, INC.
(A DELAWARE CORPORATION)

WITH AND INTO

THERAKOS, INC.
(A FLORIDA CORPORATION)

FIRST. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>State of Incorporation</u>
Therakos, Inc.	Florida

SECOND. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>State of Incorporation</u>
TGG Medical Transitory, Inc.	Delaware

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FIFTH. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on December 27, 2012.

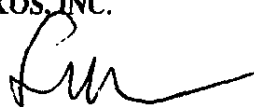
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[Reminder of page intentionally left blank.]

IN WITNESS WHEREOF, Therakos, Inc. and TGG Medical Transitory, Inc. have caused these Articles of Merger to be signed by an authorized officer on December 27, 2012.

THERAKOS, INC.

By:



Name: Steven G. Eisner

Title: President

TGG MEDICAL TRANSITORY, INC.

By:



Name: Steven G. Eisner

Title: President