

Division of Corporations

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K51093

Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

MICRO TYPING SYSTEMS, INC.

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DIVISION OF CORPORATIONS

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

OCD ACQUISITION CORP., a Florida corporation, document number
P01000076114

INTO

MICRO TYPING SYSTEMS, INC., a Florida entity, K51093

File date: March 14, 2002

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER
OF
OCD ACQUISITION CORP.
WITH AND INTO
MICRO TYPING SYSTEMS, INC.**

FILED
02 MAR 14 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. OCD Acquisition Corp., a Florida corporation (the "Constituent Corporation"), shall be merged with and into Micro Typing Systems, Inc., a Florida corporation ("Micro"), which shall be the Surviving Corporation (such merger, the "Merger").

2. The Plan of Merger dated as of January 11, 2002, pursuant to which the Merger was approved, a copy of which is attached hereto, was adopted by the Constituent Corporation and Micro in accordance with Section 607.1101 of the Florida Statutes, and approved by the sole shareholder of the Constituent Corporation by unanimous written consent dated as of January 15, 2002 and by the affirmative vote of the holders of a majority of the shares of Micro at a special meeting of shareholders duly convened on January 26, 2002.

3. The Articles of Incorporation of the Surviving Corporation as amended by the Plan of Merger shall be the Articles of Incorporation of the corporation surviving the Merger.

4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida.

[SIGNATURES ON NEXT PAGE]

Fax Audit No. H02000056831

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and Micro by their respective authorized officers as of the day and year first above written.

OCD ACQUISITION CORP., a Florida corporation

By: Catherine M. Burzik
Catherine M. Burzik, President

MICRO TYPING SYSTEMS, INC., a Florida corporation

By: See Attached
Charles J. Sobolewski, President

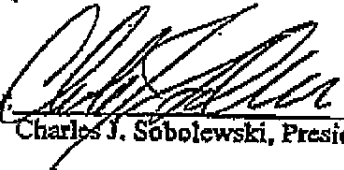
Fax Audit No. H02000056831

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and Micro by their respective authorized officers as of the day and year first above written.

OCD ACQUISITION CORP., a Florida corporation

By: See Attached
Catherine F. Burzik, President

MICRO TYPING SYSTEMS, INC., a Florida corporation

By: 
Charles J. Sobolewski, President

Fax Audit No. H02000056831

PLAN OF MERGER
OF
OCD ACQUISITION CORP.
WITH AND INTO
MICRO TYPING SYSTEMS, INC.

This Plan of Merger dated as of January 11, 2002, is made by and among OCD Acquisition Corp., a Florida corporation (the "Constituent Corporation"), and Micro Typing Systems, Inc., a Florida corporation (the "Surviving Corporation").

RECITALS

Pursuant to this Plan of Merger, the Constituent Corporation shall be merged with and into the Surviving Corporation (the "Merger") and, incident to the Merger, all the issued and outstanding shares of capital stock of the Surviving Corporation immediately prior to the effective time of the Merger shall be canceled and all the issued and outstanding shares of common stock of the Constituent Corporation shall be converted into shares of the common stock of the Surviving Corporation and shall at that time constitute the only outstanding shares of the Surviving Corporation. Each of the parties hereto wishes to set forth in this Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of the Constituent Corporation into shares of the Surviving Corporation, and such other terms and conditions as may be required or desired and permitted. The respective Boards of Directors of the Constituent Corporation and the Surviving Corporation deem the Merger desirable and in the best interests of its respective shareholders and each such Board of Directors has adopted and approved this Plan of Merger, and directed that this Plan of Merger be submitted and recommended to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. At the Effective Time (as defined in paragraph 6 below), in accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, the Constituent Corporation shall be merged with and into the Surviving Corporation, which shall be the corporation which survives in the Merger, and the separate existence of the Constituent Corporation shall cease. The Surviving Corporation, as the corporation which survives in the Merger, shall possess and retain every interest in all assets and properties of every description and wherever located of the Constituent Corporation. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Corporation without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Corporation without further act. The Surviving

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Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Time.

2. The Articles of Incorporation of the Surviving Corporation shall be amended and restated, substantially in the form attached hereto as Exhibit A.

3. The Bylaws of the Constituent Corporation as in effect immediately prior to the Effective Time shall become the Bylaws of the corporation which survives the Merger.

4. The Board of Directors and officers of the Constituent Corporation immediately prior to the Effective Time shall become the Board of Directors and officers, respectively, of the corporation which survives the Merger, until the earlier of their resignation or removal or until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. At the Effective Time, by virtue of the Merger and without any further act, (a) each share of capital stock of the Constituent Corporation outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall, by reason of the Merger and without any action by the holder thereof, be converted into and become one fully paid and non-assessable share of common stock of the Surviving Corporation, which share(s) shall constitute the only issued and outstanding share(s) of capital stock of the Surviving Corporation; (b) each share of common stock or preferred stock of the Surviving Corporation that is owned by the Surviving Corporation, any of its subsidiaries, the Constituent Corporation or Ortho-Clinical Diagnostics, Inc. shall automatically be cancelled and retired and shall cease to exist, and no cash or other consideration shall be delivered in exchange therefor; and (c) each issued and authorized share of common stock of the Surviving Corporation outstanding immediately prior to the Effective Time (other than shares to be cancelled in accordance with clause (b) above) shall be converted into the right to receive approximately \$11.224 per share, subject to adjustment following an audit of the Surviving Corporation's balance sheet as of the closing date of the Merger. As of the Effective Time, all such shares of common stock of the Surviving Corporation shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares of common stock of the Surviving Corporation shall cease to have any rights with respect thereto, except the right to receive cash paid in consideration therefor upon surrender of such certificate.

6. The Merger shall become effective at such time as the Articles of Merger of the Constituent Corporation and the Surviving Corporation have been filed with the Secretary of State of Florida (the "Effective Time").

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EXHIBIT A

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICRO TYPING SYSTEMS, INC.

These Second Amended and Restated Articles of Incorporation were adopted pursuant to a Plan of Merger dated as of January 11, 2002 pursuant to which OCD Acquisition Corp. merged with and into Micro Typing Systems, Inc. These Second Amended and Restated Articles of Incorporation shall amend and restate the Amended and Restated Articles of Incorporation originally filed with the Florida Secretary of State on January 26, 1995.

FIRST: The name of the corporation is Micro Typing Systems, Inc.

SECOND: The street address of the principal office, and, if different, the mailing address of the corporation is: One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933.

THIRD: The number of shares the corporation is authorized to issue is: 100.

FOURTH: The street address of the registered office of the corporation is: c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its registered agent at such address is C T Corporation System.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

CT CORPORATION SYSTEM

By: 
Name: PETER F. SOUZA
Title: REGISTERED AGENT