

L72305

Florida Department of State
Division of Corporations
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Division of Corporations
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RECEIVED
10 DEC 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
LIBERTY MEDICAL SUPPLY, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

MERGER
ORC
12/23

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Liberty Medical Supply, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
<u>Liberty Medical Supply, Inc.</u>	<u>Florida</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Liberty Direct Services Corporation</u>	<u>Delaware</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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.

OR 12 / 23 / 10 (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 12/23/10

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/23/10

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

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC 23 PM 3:41

FILED

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Liberry Medical Supply, Inc.

Abdullah

Alan Sokaler

Liberty Direct Services, Corporation

Benjamin

Долг В. Митро

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of this 23rd day of December, 2010, by and between LIBERTY DIRECT SERVICES CORPORATION, a Delaware corporation ("Services"), and LIBERTY MEDICAL SUPPLY, INC., a Florida corporation ("Supply").

The name of the surviving corporation shall be Liberty Medical Supply, Inc.

The following sets forth the designation and number of outstanding shares of the only class of shares of each entity.

<u>Name</u>	<u>Designation</u>	<u>Outstanding Shares</u>
Liberty Medical Supply, Inc.	Common	1,000
Liberty Direct Services Corporation	Preferred	8,900

Both parties (together, the "Constituent Corporations") have determined that it is in their respective best interests for Services to merge with and into Supply and for Supply to be the surviving corporation (the "Merger").

ARTICLE I

MERGER

1.1. The Merger. At the Effective Time (as defined in Section 1.3 below), in accordance with this Agreement and the Delaware General Corporation Law (the "DGCL") and the Florida Corporations Business Act ("FBCA"), Services shall be merged with and into Supply, and Supply shall continue as the surviving entity under the name it possesses immediately prior to the Effective Time.

1.2. Effect of the Merger. The surviving corporation shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities and duties of the Constituent Corporations; shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and all shall be liable for all the obligations of liabilities of each of the Constituent Corporations.

1.3. Effective Time of Merger. The parties shall take all such actions necessary as may be required by applicable law to cause the Merger to be effective on December 23, 2010 (the "Effective Time"), including filing a Certificate of Merger with respect to the Merger with the Secretaries of State of each of the States of Delaware and Florida in the forms required by, and duly executed and acknowledged in accordance with applicable law.

1.4. Taking Necessary Action; Further Action. Each of the Constituent Corporations shall take all such lawful action as may be necessary or appropriate in order to

effectuate the transactions contemplated by the Plan of Merger. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purpose of this Plan of Merger and to vest the surviving corporation with full right, title and possession to all assets, property, rights, privileges, powers, and franchises of each of the Constituent Corporations, the officers and directors of such corporation are fully authorized in the name of their corporation or otherwise to take, and shall take, all such lawful and necessary action.

ARTICLE II

ARTICLES OF INCORPORATION, BYLAWS, BOARD OF DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

2.1. Articles of Incorporation. The Articles of Incorporation of Supply as in effect immediately prior to the Effective Time shall continue as the Articles of Incorporation of the surviving corporation.

2.2. By-Laws. The By-Laws of Supply as in effect immediately prior to the Effective Time shall continue as the By-Laws of the surviving corporation.

2.3. Directors and Officers. The directors and officers of Supply immediately prior to the Effective Time shall continue as the directors and officers of the surviving corporation and to hold office subject to the Articles of Incorporation and By-Laws of the surviving corporation.

ARTICLE III

CONVERSION OF SHARES

3.1. Liberty Medical Supply, Inc. Each share of stock in Supply issued and outstanding at the Effective Time shall remain outstanding as a share of stock of the surviving corporation.

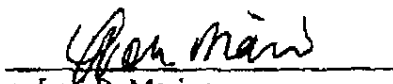
3.2. Liberty Direct Services Corporation. Each share of stock (whether common or preferred) of Services outstanding immediately prior to the Effective time shall, by reason of the Merger and without any action by the holder thereof, cease to exist. The surviving corporation shall promptly after the Effective Time make arrangements for the surrender for cancellation of the certificates representing all of the outstanding shares of the stock of Services.

IN WITNESS WHEREOF, each of the parties have adopted this Plan of Merger as of the date first written above.

LIBERTY MEDICAL SUPPLY, INC.

By: 
Name: Alan Sokaler
Title: Vice President

LIBERTY DIRECT SERVICES CORPORATION

By: 
Name: Lori B. Marino
Title: Vice President, Assistant General Counsel
and Secretary