



M50387

ACCOUNT NO. : 072100000032

REFERENCE : 652248 5315A

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 122.50

ORDER DATE : December 30, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 652248-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Teresa S. Smith
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

EFFECTIVE DATE
12/31/97

3000002385783--9

Merger

ARTICLES OF MERGER

PROMEDICA SYSTEMS, INC.

Name	<i>1/22/98</i>
Availability	INTO
Document	PROMEDICA, INC.
Examiner	<i>Don</i>
Updater	<i>Don</i>
Verifier	<i>Don</i>
W.P. Verifier	<i>Don</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ☐ CERTIFIED COPY
☐ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 DEC 30 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 DEC 30 AM 10:50
DIVISION OF CORPORATION

*02250, 00544, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROMEDICA SYSTEMS, INC., a Florida corporation P96000012609

INTO

PROMEDICA, INC., a Florida corporation, M50387

File date: December 30, 1997, effective December 31, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50



December 31, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PROMEDICA, INC.
Ref. Number: M50387

RESUBMIT

Please give original
submission date as file date.

We have received your document for PROMEDICA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 097A00061096

~~EFFECTIVE DATE~~
12/31/97

ARTICLES OF MERGER
of
PROMEDICA SYSTEMS, INC.
(a Florida corporation)
with and into
PROMEDICA, INC.
(a Florida corporation)
ARTICLES OF MERGER

FILED
97 DEC 30 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging PROMEDICA SYSTEMS, INC., a Florida corporation ("PSI") with and into PROMEDICA, INC., a Florida corporation ("PI", sometimes referred to herein as the "Surviving Corporation"). PI and PSI are sometimes collectively referred to herein as the "Constituent Corporations" or are referred to individually as a "Constituent Corporation":

ARTICLE I.

PSI shall be, and it hereby is, merged with and into PI and PI shall, and it hereby does, merge PSI with and into itself. PI shall be the surviving corporation in the merger (the "Surviving Corporation") and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE II.

The name of the Surviving Corporation shall continue to be Promedica, Inc.

ARTICLE III.

(a) Upon the effectiveness of the merger, each issued and outstanding share of the capital stock of the Constituent Corporations shall by virtue of the merger and without further action on the part of the holder thereof be converted as set forth below:

(i) Each share of the outstanding common stock of PI shall, upon the effective date of the merger, remain one (1) share of the common stock of PI.

(ii) Each share of the outstanding common stock of PSI shall, upon the effective date of the merger, be converted into one (1) share of the common stock of PI.

(b) As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Constituent Corporations shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of stock as set forth above.

ARTICLE IV.

(a) After approval by the Boards of Directors of the Constituent Corporations, these Articles of Merger and the merger contemplated by it were duly approved by the written consent of the stockholders of the Constituent Corporations on December 29, 1997.

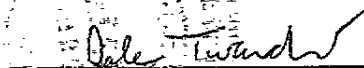
(b) This Merger shall be effective upon the close of business on December 31, 1997.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles of Merger to be executed in accordance with the laws of the State of Florida.

ATTEST:

PROMEDICA SYSTEMS, INC.

(Corporate Seal)


Secretary

By: 

Its: 

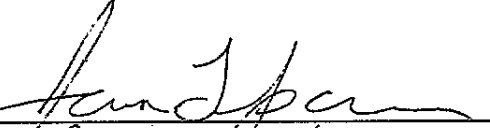
James Spann, President/CEO

ATTEST:

PROMEDICA, INC.

(Corporate Seal)


Secretary

By: 

Its: 

James Spann, President/CEO