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Phone

CORPORATION(S) NAME

ADAC Acquisition Corp.  
Merging into:

Cortel, Inc.

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-05/28/97--01025--001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER  
OF  
ADAC ACQUISITION CORP.  
INTO  
CORTET, INC.**

97 MAY 22 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Business Corporation Act §607.1105, the corporations described herein desiring to effect a merger set forth the following facts:

**ARTICLE I**

The name of the corporation surviving the merger is: CORTET, INC.

**ARTICLE II**

The surviving corporation is a corporation incorporated under the laws of the State of Florida

**ARTICLE III**

The name of the disappearing corporation is: ADAC ACQUISITION CORP.

The disappearing corporation is a corporation incorporated under the laws of the State of Delaware.

The date of incorporation of the disappearing corporation is: APRIL 18, 1997

**ARTICLE IV**

The Plan of Merger, containing information required by Florida Business Corporation Act §607.1101, is set forth in Exhibit A attached hereto and made a part hereof.

**ARTICLE V**

The manner of adoption and vote of the surviving corporation was as follows:

The Merger was adopted by the board of directors and shareholders of Cortet, Inc. on May 20, 1997.

**ARTICLE VI**

The manner of adoption and vote of the disappearing corporation was as follows:

The Merger was adopted by the board of ADAC Acquisition Corp. on April 21, 1997 and the sole shareholder of ADAC Acquisition Corp. on May 6, 1997.

#### ARTICLE VII

These Articles of Merger will be effective upon filing.

**CORTET, INC.**  
a Florida corporation

Dated: May 21, 1997

By:   
J.P. Patten, Vice President

**ADAC ACQUISITION CORP.**  
a Delaware corporation

Dated: May 21, 1997

By:   
P. Andre Simone, Vice President

## PLAN OF MERGER

Plan of Merger among Cortet, Inc., a Florida corporation ("Surviving Corporation"), ADAC Acquisition Corp. ("Disappearing Corporation"), a Delaware corporation and a wholly owned subsidiary of ADAC Laboratories ("Parent"), and Parent (Surviving Corporation and Disappearing Corporation are herein collectively referred to as the "Constituent Corporations"). This Merger is being effected pursuant to an Agreement and Plan of Reorganization among Parent, Surviving Corporation, Disappearing Corporation and the Designated Shareholders of Surviving Corporation (the "Reorganization Agreement") and this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act") and the relevant provisions of the Delaware General Corporation Law ("DGCL").

1. **Parties.** The names of the Constituent Corporations to the Merger are ADAC Acquisition Corp., a Delaware corporation, and Cortet, Inc., a Florida corporation. Cortet, Inc. shall be the Surviving Corporation in the Merger.

2. **Terms and Conditions of the Merger.** The terms and conditions of the Merger are as follows:

2.1 **Merger of the Disappearing Corporation into Surviving Corporation.** Upon the terms and subject to the conditions set forth in this Plan, at the Effective Time (as defined in Section 2.3), Disappearing Corporation shall be merged into Surviving Corporation and the separate existence of Disappearing Corporation shall cease. Surviving Corporation will be the surviving corporation in the Merger.

2.2 **Effect of the Merger.** The Merger shall have the effects set forth in this Plan, in the applicable provisions of the DGCL and in the applicable provisions of the Act.

2.3 **Effective Time.** As soon as practicable after the closing of the transactions described in the Reorganization Agreement, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute articles of merger in the form attached as Exhibit A and upon such execution this Plan shall be deemed incorporated by reference into the articles of merger as if fully set forth in such articles, and shall become an exhibit to such articles. Thereafter, such articles of merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In addition, Surviving Corporation shall cause its Vice President and Secretary to execute a certificate of merger in the form attached as Exhibit B, and to file such certificate with the Delaware Secretary of State. In accordance with §607.1105 of the Act, the articles of merger shall specify that the merger shall become effective upon filing of the articles of merger with the Florida Secretary of State.

## 2.4 Articles of Incorporation and Bylaws; Directors and Officers.

(a) The Articles of Incorporation of Cortet, Inc., as in effect immediately prior to the Effective Time, shall become the Articles of Incorporation of the Surviving Corporation at the Effective Time.

(b) The Bylaws of Cortet, Inc., as in effect immediately prior to the Effective Time, shall become the Bylaws of the Surviving Corporation at the Effective Time, except that Article VII shall be amended to provide that the fiscal year of the Surviving Corporation shall end on the Sunday closest to September 30.

(c) The directors of the Surviving Corporation shall be R. Andrew Eckert, P. Andre Simone and Karen L. Masterson, who are located at 540 Alder Drive, Milpitas, California, 95035, and who shall hold office in accordance with the Articles and Bylaws of the Surviving Corporation, and the officers of the Surviving Corporation shall be R. Andrew Eckert, President, P. Andre Simone, Vice President, Chief Financial Officer, Treasurer and Assistant Secretary, and Karen L. Masterson, Vice President and Secretary, who are located at 540 Alder Drive, Milpitas, California, 95035, and who shall serve until their respective successors are elected and qualified.

## 2.5 Conversion of Shares Etc.

(a) At the Effective Time, by virtue of the Merger (and without any action on the part of Parent, Disappearing Corporation, Surviving Corporation or any shareholder of Surviving Corporation):

(i) each share of Surviving Corporation Common Stock, \$.001 par value, then held by Surviving Corporation or any subsidiary (or held in treasury) shall be canceled; and

(ii) except as provided in clause (i) above and subject to Section 2.6 and 2.7, each share of Surviving Corporation Common Stock then outstanding shall be converted into the right to receive the "Exchange Ratio" (as defined in Section 1.5(b)(i) below) of a share of the common stock, no par value, of Parent ("Parent Common Stock")

(iii) each share of the common stock, no par value, of Disappearing Corporation outstanding immediately prior to the Effective Time shall be converted into one share of common stock of the Surviving Corporation.

(b) For purposes of this Agreement, the "Exchange Ratio" shall be the fraction (A) having as its numerator \$3,500,000 and (B) having as its denominator the amount determined by multiplying (1) the sum of the aggregate number of shares of Surviving Corporation Common Stock outstanding immediately prior to the Effective Time plus the number of shares of Surviving Corporation Common Stock issuable upon the exercise and/or conversion of all outstanding options, warrants, rights, convertible securities, by (2) \$22.00 (the "Designated Parent Stock Price");

(c) If, between the date of this Agreement and the Effective Time, the outstanding shares of Surviving Corporation Common Stock or Parent Common Stock are changed into a different number or class of shares by reason of any stock dividend, subdivision, reclassification, recapitalization, split-up, combination or similar transaction, the Exchange Ratio shall be appropriately adjusted.

## 2.6 Exchange of Certificates.

(a) At or as soon as practicable after the Effective Time, Parent will provide or mail to the holders of Surviving Corporation Stock Certificates (i) a letter of transmittal in customary form and containing such provisions as Parent may reasonably require and (ii) instructions for use in effecting the surrender of Surviving Corporation Stock Certificates in exchange for certificates representing Parent Common Stock. Upon surrender of a Surviving Corporation Stock Certificate to Parent for exchange, together with a duly executed letter of transmittal and such other documents as may be reasonably required by Parent, the holder of such Surviving Corporation Stock Certificate shall be entitled to receive in exchange therefor a certificate representing the number of whole shares of Parent Common Stock that such holder has the right to receive pursuant to the provisions of this Article 1 (after withholding the Holdback Common Stock (as defined in Section 8.1 of the Reorganization Agreement)), and the Surviving Corporation Stock Certificate so surrendered shall be canceled. Until surrendered as contemplated by this Section 2.6, each Surviving Corporation Stock Certificate shall be deemed, from and after the Effective Time, to represent only the right to receive upon such surrender a certificate representing shares of Parent Common Stock (and cash in lieu of any fractional share of Parent Common Stock) as contemplated hereby.

(b) No dividends or other distributions declared or made with respect to Parent Common Stock with a record date after the Effective Time shall be paid to the holder of any unsurrendered Surviving Corporation Stock Certificate with respect to the shares of Parent Common Stock represented thereby, and no cash payment in lieu of any fractional share shall be paid to any such holder, until such holder surrenders such Surviving Corporation Stock Certificate in accordance with this Section 2.6 (at which time such holder shall be entitled to receive all such dividends and distributions and such cash payment, all without interest thereon).

(c) No certificates or scrip for fractional shares of Parent Common Stock shall be issued, but in lieu thereof each holder of shares of Surviving Corporation Common Stock who would otherwise be entitled to receive a certificate or scrip for a fraction of a share of Parent Common Stock shall receive from Parent a cash amount (without interest) equal to the Designated Parent Stock Price multiplied by the fraction of a share of Parent Common Stock to which such holder would otherwise be entitled.

2.7 **Dissenting Shares.** Notwithstanding anything to the contrary contained in this Agreement, any shares of Surviving Corporation Common Stock that are outstanding immediately prior to the Effective Time that were not voted in favor of the Merger and are held by shareholders who have complied with the applicable provisions of the FBCA ("Dissenting

Shares") shall not be converted into or represent the right to receive Parent Common Stock in accordance herewith (or cash in lieu of fractional shares in accordance with Section 2.6), and each holder of Dissenting Shares shall be entitled only to such rights as may be granted to such holder in the FBCA. From and after the Effective Time, a holder of Dissenting Shares shall not have and shall not be entitled to exercise any of the voting rights or other rights of a shareholder of the Surviving Corporation. If any holder of Dissenting Shares shall fail to perfect or shall waive, rescind, withdraw or otherwise lose such holder's right of appraisal under the FBCA, then such shares shall automatically be converted into and shall represent only the right to receive (upon the surrender of the certificate or certificates representing such shares) Parent Common Stock in accordance with Section 2.5 (and cash in lieu of fractional shares in accordance with Section 2.6). The Surviving Corporation (i) shall give Parent prompt written notice of any notice received by the Surviving Corporation of a shareholder's intent to demand payment for such shareholder's shares of Surviving Corporation Common Stock pursuant to the FBCA and of any other notice, demand or instrument delivered to the Surviving Corporation pursuant to the FBCA, and (ii) shall give Parent's representatives the opportunity to participate in all negotiations and proceedings with respect to any such notice, demand or instrument. The Surviving Corporation shall not make any payment or settlement offer with respect to any such notice or demand unless Parent shall have consented in writing to such payment or settlement offer.

**2.8 Closing of Disappearing Corporation's Transfer Books.** At the Effective Time, holders of certificates representing shares of Disappearing Corporation Common Stock shall cease to have any rights as shareholders of Disappearing Corporation, and the stock transfer books of Disappearing Corporation shall be closed with respect to all shares of Disappearing Corporation Common Stock outstanding immediately prior to the Effective Time. No further transfer of any such shares of Disappearing Corporation Common Stock shall thereafter be made on such stock transfer books.

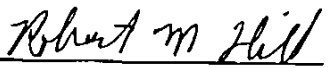
**3. Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is or the shareholders of which are entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons) or at any time thereafter as long as such change is in accordance with §607.1103 of the Act and the DGCL.


4. **Termination.** At any time before the Effective Time (whether before or after the filing of articles of merger), this Plan may be terminated and the Merger abandoned by mutual consent of the boards of directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on this 20th day of May, 1997.

ATTEST:

**CORTET, INC.**  
a Florida corporation

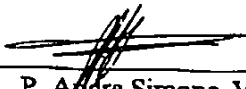
  
Michael Hill, Secretary

By:   
J.P. Patten, Vice President

ATTEST:


**ADAC ACQUISITION CORP.**  
a Delaware corporation

  
Karen Masterson, Secretary

By:   
P. Andre Simone, Vice President

ATTEST:

**ADAC LABORATORIES,**  
a California corporation

  
Karen Masterson, Secretary

By:   
P. Andre Simone, Vice President



**EXHIBIT A to PLAN OF MERGER**

**ARTICLES OF MERGER  
OF  
ADAC ACQUISITION CORP.  
INTO  
CORTET, INC.**

Pursuant to Florida Business Corporation Act §607.1105, the corporations described herein desiring to effect a merger set forth the following facts:

**ARTICLE I**

The name of the corporation surviving the merger is: CORTET, INC.

**ARTICLE II**

The surviving corporation is a corporation incorporated under the laws of the State of Florida

**ARTICLE III**

The name of the disappearing corporation is: ADAC ACQUISITION CORP.

The disappearing corporation is a corporation incorporated under the laws of the State of Delaware.

The date of incorporation of the disappearing corporation is: APRIL 18, 1997

**ARTICLE IV**

The Plan of Merger, containing information required by Florida Business Corporation Act §607.1101, is set forth in Exhibit A attached hereto and made a part hereof.

**ARTICLE V**

The manner of adoption and vote of the surviving corporation was as follows:

The Merger was adopted by the board of directors and shareholders of Cortet, Inc. on May 20, 1997.

**ARTICLE VI**

The manner of adoption and vote of the disappearing corporation was as follows:

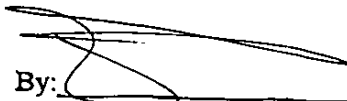
The Merger was adopted by the board of ADAC Acquisition Corp. on April 21, 1997 and the sole shareholder of ADAC Acquisition Corp. on May 6, 1997.

**ARTICLE VII**

These Articles of Merger will be effective upon filing.

**CORTET, INC.**  
a Florida corporation

Dated: May 21, 1997

By:   
J.P. Patten, Vice President

**ADAC ACQUISITION CORP.**  
a Delaware corporation

Dated: May 21, 1997

By:   
P. Andre Simone, Vice President

**EXHIBIT B to PLAN OF MERGER****CERTIFICATE OF MERGER****OF****ADAC ACQUISITION CORP.****INTO****CORTET, INC.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

Cortet, Inc., a Florida corporation  
ADAC Acquisition Corp., a Delaware corporation

SECOND: That a plan and agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law;

THIRD: That the name of the surviving corporation is Cortet, Inc.;

FOURTH: That the articles of incorporation of Cortet, Inc. shall be the articles of incorporation of the surviving corporation;

FIFTH: That the executed plan and agreement of merger is on file at the office of the surviving corporation at the following address: 809 C South Orlando Avenue, Winter Park, Florida 32789;

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation; and

SEVENTH: That the surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The


address to which the Secretary of State may mail a copy of such process is 809 C South Orlando Avenue, Winter Park, Florida 32789.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by J.P. Patten, its Vice President, and attested by Michael Hill, its Secretary, this 20th day of May, 1997.

ATTEST:

CORTET, INC.

By: Robert M Hill  
Secretary

By:   
Vice President

P93000057360

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ADAC ACQUISITION CORP., a Delaware corp., not qualified

INTO

CORTET, INC., a Florida corporation, P93000057360

File date: May 23, 1997

Corporate Specialist: Karen Gibson