

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000225190 3)))



H060002251903ABCI

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5926

MERGER OR SHARE EXCHANGE

MINIMED DISTRIBUTION CORP.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

06 SEP 11 AM 8:51

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 06 SEP 11 AM 8:00
 DIVISION OF CORPORATIONS

Handwritten signature: 15 9/12/06

FILED
06 SEP 11 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING
MINIMED MEDICAL SUPPLY, INC., a Florida corporation
INTO
MINIMED DISTRIBUTION CORP., a Delaware corporation**

Pursuant to the provisions of Florida Statutes, Section 607.1105, F.S. of the Florida Business Corporation Act, MiniMed Distribution Corp., a Delaware corporation ("Surviving Corporation") hereby submits the following statements for an on behalf of MiniMed Medical Supply, Inc., a Florida corporation ("Disappearing Corporation") regarding the merger of the above-named entities:

FIRST: The name of the Surviving Corporation shall be MiniMed Distribution Corp., a Delaware corporation.

SECOND: The terms and conditions of the merger are set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

THIRD: An Agreement of Merger was duly approved by the Board of Directors of the Surviving Corporation on August 31, 2006, in accordance with the applicable provisions of the Delaware General Corporation Act. Approval of the merger by the shareholders of MiniMed Distribution Corp. a Delaware corporation was not required.

FOURTH: The Agreement and Plan of Merger, attached hereto as Exhibit A, was duly approved by the Board of Directors and Sole Shareholder of the Disappearing Corporation on August 31, 2006, in accordance with the applicable provisions of the Florida Business Corporation Act.

FIFTH: The outstanding shares of the Disappearing Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefore. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

SIXTH: The effect of the Merger and the Effective Date shall be as prescribed by law.

\\LEGAL\delaware\CORP\FRCS\delaware\merged _ Deleted\MMI into Mini Dist Corp\Articles of Merger MMI MDC.DOC

IN WITNESS WHEREOF, this Articles of Merger is executed this 31st day of August,
2006.

MINIMED DISTRIBUTION CORP.
A Delaware corporation

By: 
Robert M. Guevarra, President

MINIMED MEDICAL SUPPLY, INC.
A Florida corporation

By: 
Gary L. Ellis, Vice President and Chief
Financial Officer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of August 31, 2006, by and between MiniMed Distribution Corp., a Delaware corporation and MiniMed Medical Supply, Inc. a Florida corporation.

The parties hereto agree as follows:

ARTICLE 1.

NAMES OF CONSTITUENT CORPORATIONS AND SURVIVING CORPORATION

1.1) The names of the Constituent Corporations are MiniMed Distribution Corp. ("SURVIVING CORPORATION"), a Delaware corporation, and MiniMed Medical Supply, Inc. ("DISAPPEARING CORPORATION"), a Florida corporation. The Constituent Corporations shall be combined by the merger of DISAPPEARING CORPORATION with and into SURVIVING CORPORATION (the "Merger"), pursuant to the terms and provisions of this Agreement and Plan of Merger and pursuant to the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act (the "FBCA").

ARTICLE 2.

MEANS OF EFFECTING MERGER AND CONVERTING STOCK

2.1) The Merger. At the Effective Date (as defined in Section 2.2), in accordance with the DGCL and the FBCA, DISAPPEARING CORPORATION will merge with and into SURVIVING CORPORATION, the separate existence of DISAPPEARING CORPORATION shall cease. SURVIVING CORPORATION shall continue its corporate existence under the laws of the State of Delaware. The name of the SURVIVING CORPORATION shall continue to be "MiniMed Distribution Corp."

2.2) Effectiveness of Merger. The effect of the Merger and the Effective Date shall be as prescribed by law (the date and time the Merger becomes effective being referred to herein as the "Effective Date").

2.3) Certificate of Incorporation; Bylaws; Directors and Officers. The Certificate of Incorporation and Bylaws of SURVIVING CORPORATION as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the SURVIVING CORPORATION until thereafter amended as provided therein and under the DGCL. The directors of SURVIVING CORPORATION immediately prior to the Effective Date shall remain the directors of the SURVIVING CORPORATION and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SURVIVING CORPORATION'S Certificate of Incorporation and Bylaws and the DGCL. The officers of SURVIVING CORPORATION immediately prior to the Effective Date will be the officers of the SURVIVING CORPORATION and shall serve until

their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the SURVIVING CORPORATION'S Certificate of Incorporation and Bylaws and the DGCL.

2.4) Effect on SURVIVING CORPORATION's Common Stock. The outstanding shares of SURVIVING CORPORATION Common Stock shall be unaffected by the Merger and shall remain outstanding and represent shares of Common Stock of the SURVIVING CORPORATION.

2.5) Cancellation of DISAPPEARING CORPORATION Common Stock. As a result of the Merger and without any action on the part of the holder thereof, at the Effective Date, all shares of DISAPPEARING CORPORATION Common Stock shall cease to be outstanding and shall be cancelled and retired without payment of any consideration therefore. Such cancellation shall be considered a contribution by DISAPPEARING CORPORATION's sole shareholder to the capital of SURVIVING CORPORATION.

ARTICLE 3. GENERAL PROVISIONS

3.1) From and after the Effective Date, SURVIVING CORPORATION shall succeed to and possess all the rights, privileges, powers, franchises and immunities of a public as well as of a private nature, and be subject to all liabilities, restrictions, disabilities, and duties of DISAPPEARING CORPORATION; and all and singular, the rights, privileges, powers, franchises and immunities of both of the Constituent Corporations and all property, assets, rights, privileges, powers, franchises, immunities and all and every other interest shall be thereafter as effectively the property of SURVIVING CORPORATION as they were or would be of the Constituent Corporations or either of them; and title to any real property or any interest therein vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by any reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of either of the Constituent Corporations shall thenceforth become those of SURVIVING CORPORATION and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

MINIMED MEDICAL SUPPLY, INC.
(a Florida corporation)

MINIMED DISTRIBUTION CORP.
(a Delaware corporation)

By: G. L. Ellis
Gary L. Ellis, Vice President and Chief
Financial Officer

By: Robert M. Guevarra
Robert M. Guevarra, President

ALLEGATIONS\CDR\FREED\Subsidiary\Merged_Discontinued\DMST into Min Dis Comp\AGREEMENT AND PLAN OF MERGER.doc