

Division of Corporations

Page 1 of 1

# 223417

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE CORDIS CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**

**THESE ARTICLES OF MERGER, are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105.**

**FIRST: Cordis Corporation, a Florida corporation, is the surviving corporation.**

**SECOND: ISO Merger Corp., a Delaware corporation, is the merging corporation.**

**THIRD: The Agreement and Plan of Merger is attached.**

**FOURTH: The merger shall become effective on December 27, 2013.**

**FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of Cordis Corporation on December 10, 2013 and by the sole shareholder of Cordis Corporation, on December 10, 2013.**

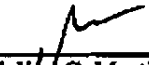
**SIXTH: The Agreement and Plan of Merger was adopted by the board of directors of ISO Merger Corp., on December 10, 2013. Ethicon, Inc., the parent and sole shareholder of ISO Merger Corp. adopted the Plan and Agreement of Merger on December 10, 2013.**


*(signature page follows)*

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**SEVENTH: Signatures for each corporation**

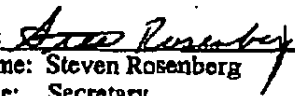
**CORDIS CORPORATION**

By:   
Name: Celine C. Martin  
Title: President

By:   
Name: Matthew Orlando  
Title: Secretary

**ISO MERGER CORP.**

By:   
Name: Matthew Orlando  
Title: President

By:   
Name: Steven Rosenberg  
Title: Secretary

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of December 27, 2013, by and between ISO Holding Corp., a Delaware Corporation and the parent corporation (the "Target"), and Cordis Corporation, a Florida corporation and the subsidiary, (the "Company").

WHEREAS, the parties hereto are desirous of merging the Target with and into the Company; and

WHEREAS, pursuant to the Company's Certificate of Incorporation and the Target's Certificate of Incorporation and Bylaws, the Board of Directors of the Company and the Target have each approved and adopted this Agreement providing for the merger (the "Merger") of the Target with and into the Company in accordance with the laws of each party's respective jurisdiction of organization and upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Company and the Target hereby agree as follows:

**Section 1. *The Merger.*** At the Effective Time (as defined herein), and subject to and upon the terms and conditions of this Agreement and applicable law, the Target shall be merged with and into the Company, the separate legal existence of the Target shall cease, and the Company shall continue as the surviving company (hereinafter sometimes referred to as the "Surviving Company").

**Section 2. *Effective Time.*** Unless this Agreement shall have been terminated, the parties hereto shall cause the Merger to be consummated by filing certificates or articles of merger as contemplated by the laws of each party's respective jurisdiction of organization (the "Certificates of Merger"), together with any required related certificates, with the Secretaries of State of Delaware and Florida, as appropriate, in such forms as required by, and executed in accordance with, the relevant provisions of applicable law. The Merger shall become effective (the "Effective Time") on December 27, 2013.

**Section 3. *Effect of the Merger.*** At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Certificates of Merger, and the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers, and franchises of the Company and the Target shall vest in the Surviving Company, and all debts, liabilities, and duties of the Company and the Target shall become the debts, liabilities, and duties of the Surviving Company.

**Section 4. *Effect on Securities, Etc.***

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Company or the Target, the capital stock of the Target issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefore.

(b) At the Effective Time, the capital stock of the Surviving Company issued and outstanding immediately prior to the Effective Time, shall become the capital stock of Ethicon, Inc., the Target's parent immediately prior to the Effective Time.

**Section 5. *Certificate of Incorporation and Bylaws.***

(a) At the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company until thereafter amended as provided by law and such Certificate of Incorporation of the Surviving Company.

(b) At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the ByLaws Certificate of Incorporation of the Surviving Company until thereafter amended.

**Section 6. *Board Members and Officers.*** The directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Company until their respective successors are duly elected or appointed and qualified. The officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Company until their respective successors are duly elected or appointed and qualified.

**Section 7. *Governing Law.*** This Agreement shall be governed by and construed in accordance with the laws of Florida.

**Section 8. *Taking of Necessary Action; Further Action.*** Each of the Company and the Target will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions contemplated by this Agreement in accordance with this Agreement as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title, and possession to all assets, property, rights, privileges, powers, and franchises of the Company and the Target, the officers and directors of the Company and the Target immediately prior to the Effective Time are fully authorized in the name of their respective companies to take, and will take, all such lawful and necessary action.

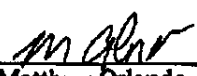
**Section 9. *Termination of Merger.*** At any time after filing of the Certificates of Merger with the Secretary of State of Delaware and/or the Secretary of State of Florida, but prior to the Effective Time, the Company and the Target may terminate this Agreement by mutual agreement and the filing of certificates of termination in accordance with the laws of each party's respective jurisdiction of organization.

*(signature page follows)*

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized representative of each of the above-named companies, effective as of the day and year first above written.

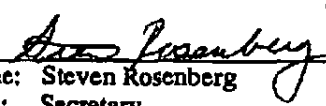
**CORDIS CORPORATION**

By:   
Name: Celene C. Martin  
Title: President

By:   
Name: Matthew Orlando  
Title: Secretary

**ISO HOLDING CORP.**

By:   
Name: Matthew Orlando  
Title: President

By:   
Name: Steven Rosenberg  
Title: Secretary