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MERGER OR SHARE EXCHANGE

CORDIS CORPORATION

Certificate of Status	0
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Merger 6/12/03
DC

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 16th day of April, 2003, are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

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

SECOND: NDC Purchaseco, Inc., a Florida corporation, is the merging corporation.

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.

FIFTH: The Plan of Merger was adopted by the board of directors of Cordis Corporation on April 15, 2003 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of NDC Purchaseco, Inc. on April 15, 2003 and shareholder approval was not required.

IN WITNESS WHEREOF, the undersigned have executed this document this 16th day of April, 2003.

CORDIS CORPORATION



E. Roth, Vice President

NDC PURCHASECO, INC.



M. H. Ullmann, Vice President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F. S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: NDC Purchaseco, Inc., a Florida corporation (the "Subsidiary Corporation"), shall merge with and into Cordis Corporation, a Florida corporation (the parent "Surviving Corporation"), and the separate existence of the Subsidiary Corporation shall cease.

SECOND: The Articles of Incorporation and the By-laws of the Surviving Corporation in effect at the effective time of the merger, shall continue to be and remain the Articles of Incorporation and the By-laws of the Surviving Corporation.

THIRD: The directors and officers of the Surviving Corporation in office on the effective date of the merger shall be and remain the directors and officers of the Surviving Corporation until their successors are duly elected and appointed, all in accordance with law.

FOURTH: All of the issued shares of the Subsidiary Corporation are owned at the effective time of the merger by the Surviving Corporation. At the effective time of the merger, all of the issued and outstanding shares of the Subsidiary Corporation shall be canceled without consideration and no shares of the Surviving Corporation shall be issued in exchange therefore.

FIFTH: This merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

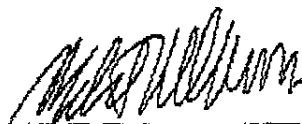
IN WITNESS WHEREOF, each party to this Plan, pursuant to the approval and authority given by resolution adopted by their respective Board of Directors, has caused this Agreement to be executed by its proper officer as the respective act, deed and agreement of such party on this 16th day of April 2003.

CORDIS CORPORATION

A stylized handwritten signature in black ink, appearing to be 'ER' or similar, positioned above a horizontal line.

Name: E. Roth
Title: Vice President

NDC PURCHASECO, INC.

A complex, cursive handwritten signature in black ink, positioned above a horizontal line.

Name: M. H. Ullmann
Title: Vice President