

223417

Division of Corporations

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**Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
CORDIS CORPORATION**

Certificate of Status	0
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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12-5-14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cordis Corporation  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Linda E. King  
Contact Person

Johnson & Johnson  
Firm/Company

One Johnson & Johnson Plaza, WH-3163  
Address

New Brunswick, NJ 08933  
City/State and Zip Code

lking@its.jnj.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Linda King At ( 732 ) 524-2018  
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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FL568 - 05/04/2009 C T Systems Dallas

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Cordis Corporation

Celine Martin, President

Johnson & Johnson  
Interventional Systems Inc.

Steven M. Rosenberg, President

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**PLAN OF MERGER  
of  
JOHNSON & JOHNSON INTERVENTIONAL SYSTEMS INC.  
into  
CORDIS CORPORATION**

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This Plan of Merger is in compliance with Section 14A:10.1 of the New Jersey Statutes, and Section 607.1101 of the Florida Statutes, and is between Johnson & Johnson Interventional Systems Inc., a New Jersey corporation (the "Merging Corporation") and Cordis Corporation, a Florida corporation (the "Surviving Corporation").

1. The Merging Corporation shall be merged into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease.
2. The terms and conditions of the merger are as follows:
  - (a) The Certificate of Incorporation and By-Laws of the Surviving Corporation, as they exist at the effective time of the merger, shall continue to be and remain the Certificate of Incorporation and the By-Laws of the Surviving Corporation.
  - (b) 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.
  - (c) At the effective time of the merger, all property, rights, privileges and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation, without further act and deed.
3. All of the issued shares of the Merging Corporation are owned by Johnson & Johnson, and all of the issued shares of the Surviving Corporation are owned at the effective time of the merger by Ethicon, Inc., a New Jersey corporation. At the effective time of the merger, all of the issued shares of the Merging Corporation shall be canceled and no shares of the Surviving Corporation shall be issued and exchanged therefore.
4. This merger shall become effective upon filing Certificate of Merger with the Secretary of State of New Jersey, and 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 21st day of October 2014.

Johnson & Johnson Interventional Systems Inc.

By: Steven M. Rosenberg  
Steven M. Rosenberg, President

Cordis Corporation

By: Celine Marlin  
Celine Marlin, President

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