

# 275256

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## MERGER OR SHARE EXCHANGE

### Linvatec Corporation

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*Merger*

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**ARTICLES  
OF  
MERGER**

The following articles of merger are being submitted in accordance with section 607.1105 of the Florida Business Corporation Act.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for the merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Conmed Integrated Systems, Inc. 525 French Road Utica, New York 13502	New York	Corporation
Florida Document/Registration Number:	<u>N/A</u>	FEI Number: <u>N/A</u>

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Linvatec Corporation 11311 Concept Boulevard Largo, Florida 33773	Florida	Corporation
Florida Document/Registration Number:	<u>275256</u>	FEI Number: <u>591086703</u>

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1101 of the Florida Business Corporation Act, and was approved and adopted by the shareholders of Linvatec Corporation on July 31, 2006.

**FOURTH:** The attached Plan of Merger was approved and adopted by the shareholders of Conmed Integrated Systems, Inc. on July 31, 2006.

**FIFTH:** The merger is permitted under the respective laws of the State of Florida and the State of New York.

**SIXTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the respective laws of the State of Florida and the State of New York.

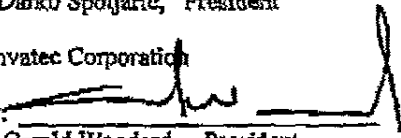
**[SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, Linvatec Corporation and Conmed Integrated Systems, Inc. have caused these Articles of Merger to be signed in their corporate names by their respective duly authorized officers as of the 31<sup>st</sup> day of July, 2006.

Conmed Integrated Systems, Inc.

By:   
Darko Spoljaric, President

Linvatec Corporation

By:   
Gerald Woodard, President

**PLAN  
OF  
MERGER**

THIS PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with section 607.1103 of the Florida Business Corporation Act is being submitted in accordance with section 607.1105 of the Florida Business Corporation Act, is made effective as of the 31<sup>st</sup> day of July, 2006 by and between LINVATEC CORPORATION, a corporation organized under the laws of the State of Florida (the "Surviving Corporation") and CONMED INTEGRATED SYSTEMS, INC., a corporation organized under the laws of the State of New York (the "Merged Corporation").

WHEREAS, the respective Boards of Directors of the Surviving Corporation and Merged Corporation desire that the Merged Corporation merge into the Surviving Corporation in accordance with the laws of Florida and New York.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth below, the parties hereby agree to merge and become one entity in accordance with the terms and conditions set forth below:

1. **Merger.** The Merged Corporation and the Surviving Corporation hereby agree that the Merged Corporation shall be merged into the Surviving Corporation (the "Merger").

2. **Name of Surviving Corporation.** The name of the merged entity that shall survive the Merger shall be Linvatec Corporation, a corporation organized under the laws of the State of Florida.

3. **Equity Interests.**

(a) The Merged Corporation has outstanding 50 common shares with no par value; the number of shares entitled to vote is 50 shares;

(b) The Surviving Corporation has outstanding 9,675,220 common shares at a par value of \$0.00001 per share; the number of shares entitled to vote is 9,675,220 shares.

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

(a) Because the Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of capital stock of the Merged Corporation, the shares of capital stock of the Merged Corporation will not be converted into additional shares in the Surviving Corporation, cash or other consideration, but will rather cease to exist at and after the Merger Date (as defined in Section 9 below) and the certificate(s) representing such shares of capital stock shall be cancelled;

(b) as of the Merger Date, all of the issued and outstanding shares of common stock in the Surviving Corporation shall remain unchanged in the hands of the shareholders of the Surviving Corporation.

(c) as of the Merger Date, any rights to acquire interests, shares, obligations or other securities of the Merged Corporation shall be surrendered by the shareholders of the Merged Corporation and cancelled.

5. **Authorized Capital.** The Surviving Corporation, which is a corporation organized under the laws of the State of Florida, is not increasing the number of shares of capital stock that either the Merged Corporation or the Surviving Corporation is authorized to issue.

6. **Property.** All of the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of both the Merged Corporation and the Surviving Corporation, shall be transferred to, vest in and devolve upon the Surviving Corporation, without further act or deed, and every interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation.

7. **Liabilities.** The Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of both the Merged Corporation and the Surviving Corporation.

8. **Permission under Law.** The laws of the State of New York and the laws of the State of Florida permit the Merger provided for in this Plan of Merger.

9. **Merger Date.** The Merger provided for in this Plan of Merger shall become effective upon filing the Articles of Merger with the Florida Department of State (the "Merger Date").

10. **Authorization.** This Plan of Merger and the Merger contemplated by this Plan of Merger have been approved by:

- (a) the shareholders of the Merged Corporation;
- (b) the shareholders of the Surviving Corporation;
- (c) the Board of Directors of the Merged Corporation; and
- (d) the Board of Directors of the Surviving Corporation.

11. **Certificates of Merger.** The parties shall prepare Articles and Certificates of Merger in accordance with the laws of the State of Florida and the State of New York. The Certificates and Articles of Merger shall be filed in accordance with the laws of the State of Florida and the State of New York on or before the Merger Date.

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

Conned Integrated Systems, Inc

By:   
Darko Spoljaric, President

Linvatec Corporation

By:   
Gerald Woodard, President