

423435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

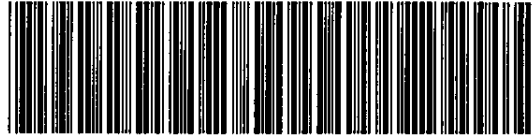
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2006 DEC 15 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Veronica Rovira Maddox**  
(407) 822-4600 x 4799  
[Veronica.Maddox@rotech.com](mailto:Veronica.Maddox@rotech.com)

December 13, 2006

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Vitech Medical, Inc. - Articles of Merger**

Dear Clerk:

Enclosed for filing, please find original plus copy of the Articles of Merger for Vitech Medical, Inc. I am enclosing a check in the amount of \$78.75 payable to Florida Department of State. Kindly return a certified file-stamped copy of the Articles. If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Veronica Maddox". The signature is written in a cursive, flowing style.

Veronica Rovira Maddox  
Senior Corporate Paralegal

Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Rotech Oxygen and Medical Equipment, Inc.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Veronica Maddox  
(Contact Person)

Rotech Healthcare Inc.  
(Firm/Company)

2600 Technology Drive, Suite 300  
(Address)

Orlando, Florida 32804  
(City/State and Zip Code)

For further information concerning this matter, please call:

Veronica Maddox At ( 407 ) 822-4600 x4799  
(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

**ARTICLES OF MERGER  
OF  
VITECH MEDICAL, INC.  
AND  
ROTECH OXYGEN AND MEDICAL EQUIPMENT, INC.**

**FILED**  
2006 DEC 15 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to § 607.1105 of the Florida Business Corporation Act, the domestic business corporations herein named do hereby adopt the following Articles of Merger.

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging Vitech Medical, Inc. with and into Rotech Oxygen and Medical Equipment, Inc. as approved by resolution adopted at a meeting by the sole shareholder and Board of Directors of Vitech Medical, Inc. on November 1, 2006 and by resolution adopted at a meeting by the sole shareholder and Board of Directors of Rotech Oxygen and Medical Equipment, Inc. on November 1, 2006.

2. Surviving corporation: Rotech Oxygen and Medical Equipment, Inc., a Florida corporation, document number is 423435. Merging corporation: Vitech Medical, Inc., a Florida corporation, document number is P93000019537.

3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was adopted by the sole shareholder and Board of Directors of the surviving corporation on November 1, 2006.

5. The Plan of Merger was adopted by the sole shareholder and Board of Directors of the merging corporation on November 1, 2006.

Executed on November 1, 2006.

**VITECH MEDICAL, INC.**

By: \_\_\_\_\_

Rebecca L. Myers  
Secretary

**ROTECH OXYGEN AND MEDICAL  
EQUIPMENT, INC.**

By: \_\_\_\_\_

Rebecca L. Myers  
Secretary

**PLAN OF MERGER** adopted by Vitech Medical, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and Board of Directors on November 1, 2006, and adopted by Rotech Oxygen and Medical Equipment, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and Board of Directors on November 1, 2006. The names of the corporations planning to merge are Vitech Medical, Inc. and Rotech Oxygen and Medical Equipment, Inc. The name of the surviving corporation into which Vitech Medical, Inc. plans to merge is Rotech Oxygen and Medical Equipment, Inc.

1. Vitech Medical Inc. and Rotech Oxygen and Medical Equipment, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Rotech Oxygen and Medical Equipment, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Vitech Medical, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The present articles of incorporation of the surviving corporation upon the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled, and all rights of the holder thereof in respect to each share of the non-surviving corporation shall be extinguished, as set forth herein. Each issued and outstanding share of the surviving corporation prior to the effective time and date of the merger shall, by virtue of the merger, remain issued and outstanding.

6. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.