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Division of Corporations

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490095

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

FLA. ORTHOPEDICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-1-05

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
FLA. Orthopedics, Inc.	Florida	490095

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Clinitex Medical Corporation	Delaware	2542178
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

OR 12 / 01 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 21, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 21, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

FLA. Orthopedics, Inc.

Karen R. Pajarillo, Vice
President & Asst. Sec.

Clinitex Medical Corporation



Rex A. Niles, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

FLA. Orthopedics, Inc.

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Clinitex Medical Corporation

Jurisdiction

Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the capital stock of Clinitex Medical Corporation, issued and outstanding immediately before the Effective Time will be canceled and all rights thereof, extinguished. Each share of Common Stock, par value of \$.01, of the FLA. Orthopedics issued and outstanding immediately before the Effective Time will continue to represent one validly issued, fully paid and non-assessable share of Common Stock of the Surviving Corporation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Agreement and Plan of Merger attached.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Agreement*") is being entered into as of this 21st day of October, 2005, by and among Clinitek Medical Corporation, a Delaware corporation (the "*Merging Corporation*"), and FLA. Orthopedics, Inc., a Florida corporation ("*FLA. Orthopedics*" or the "*Surviving Corporation*").

RECITALS

A. FLA. Orthopedics and the Merging Corporation have agreed to merge pursuant to the terms, provisions and conditions set forth in this Agreement in accordance with Section 253 of the Delaware General Corporation Law (the "*DGCL*") and Section 607.1104 of the Florida Business Corporation Act ("*FBCA*").

B. The Board of Directors of FLA. Orthopedics and the Board of Directors of the Merging Corporation have approved the Merger.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

AGREEMENT

ARTICLE I

THE MERGER

1.1 Merger; Surviving Corporation. At the Effective Time (as defined below), the Merging Corporation will be merged with and into FLA. Orthopedics (the "*Merger*") in accordance with the laws of the State of Delaware and the State of Florida, whereupon the separate existence of the Merging Corporation will cease, and FLA. Orthopedics will be the Surviving Corporation and will continue to exist under and be governed by the applicable sections of the FBCA.

1.2 Certificate and Articles of Merger. FLA. Orthopedics and the Merging Corporation will file a Certificate of Ownership and Merger ("*Certificate of Merger*") with the Secretary of State of the State of Delaware and Articles of Merger ("*Articles of Merger*") with the Secretary of State of the State of Florida, and will make all other filings or recordings required by the DGCL and FBCA in connection with the Merger.

1.3 Effective Time. The Merger will become effective on December 1, 2005 (the "*Effective Time*").

ARTICLE II

THE SURVIVING CORPORATION

2.1 Articles of Incorporation. At the Effective Time, the Amended and Restated Articles of Incorporation of FLA. Orthopedics in effect just prior to the Effective Time will be the Amended and Restated Articles of Incorporation of the Surviving Corporation, and will continue to be in effect until amended in accordance with applicable law.

2.2 Bylaws. At the Effective Time, the Amended and Restated Bylaws of FLA. Orthopedics in effect just prior to the Effective Time, will be the Amended and Restated Bylaws of the Surviving Corporation, and will continue to be in effect until amended in accordance with applicable law

2.3 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with the Surviving Corporation's bylaws and applicable law, the directors and officers of FLA. Orthopedics at the Effective Time will be the directors and officers of the Surviving Corporation.

2.4 Statutory Agent. The designated statutory agent for service of process for FLA. Orthopedics at the Effective Time will be the statutory agent for service of process as set forth in the Amended and Restated Articles of Incorporation.

ARTICLE III

EFFECT OF THE MERGER

3.1 Effect of Merger. At the Effective Time, the effect of the Merger will be as provided by this Agreement and by the applicable provisions of the laws of the State of Delaware and the State of Florida.

3.2 Manner and Basis of Converting Shares. At the Effective Time:

(a) Each share of the capital stock of the Merging Corporation issued and outstanding immediately before the Effective Time will be canceled and all rights thereof extinguished.

(b) Each share of Common Stock, par value \$0.01 per share, of FLA. Orthopedics issued and outstanding immediately before the Effective Time will thereafter represent one validly issued, fully paid and non-assessable share of Common Stock, par value \$0.01 per share, of the Surviving Corporation.

3.3 Further Action by the Merging Corporation. If, after the Effective Time, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of the Merging Corporation or otherwise to carry out the

provisions of this Agreement, the officers of the Merging Corporation shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If the officers of the Merging Corporation are not able or available to execute such documentation or perform such acts, the directors and officers of the Surviving Corporation will be authorized to act on behalf of the Merging Corporation.

ARTICLE IV

MISCELLANEOUS

4.1 Abandonment or Amendment. At any time prior to the Effective Time, the Directors of FLA Orthopedics or the Directors of the Merging Corporation may abandon the proposed Merger to the extent permitted by law or may amend this Agreement pursuant to a writing signed by both parties.

4.2 Counterparts; Signatures. This Agreement may be executed in one or more counterparts each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy or facsimile of any signature necessary to authorize, adopt or execute this Agreement or any other document necessary to effect the Merger will be treated for all purposes as an original signature.

4.3 Headings. The headings of articles and sections of this Agreement are for convenience of reference only, are not a part of this Agreement, and are not to be deemed to limit or affect any of the provisions this Agreement.

4.4 Complete Agreement. This Agreement contains the complete agreement among the parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

4.5 Third Parties. Nothing herein expressed or implied is intended or is to be construed to confer upon or give to any person, other than the parties to this Agreement or their respective successors and assigns any rights, remedies, obligations or liabilities under, or by reason of, this Agreement.

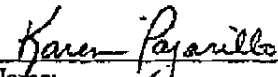
[Signatures on the Following Page]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective officers duly authorized on the day and year first above written.

CLINITEX MEDICAL CORPORATION

By: 
Name: Rex A. Niles, President
Title:

FLA. ORTHOPEDICS, INC.

By: 
Name: Karen R. Pajarillo, Vice
Title: President & Asst. Sec.