



F05223

January 27, 1997

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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-02/03/97--01049--001
***122.50 ***122.50

RE: Advanced Neuromodulation Systems, Inc.
Certificate of Merger

Dear Secretary of State:

Please find enclosed an original and one copy of an Articles of Merger for the merger of Neuromed, Inc., a Florida corporation, with and into Advanced Neuromodulation Systems, Inc., a foreign corporation. I request that you file the original Articles of Merger, and return a certified, file-endorsed copy of the Articles to my attention at the address set forth below.

Please find enclosed a check (\$122.50) in payment of the required filing fees.

If your office requires further information or additional fees, please contact at (972) 390-9800, ext. 214.

Sincerely,

Steven P. Rhines
Counsel

SPR/jll
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

A WHOLLY OWNED SUBSIDIARY OF
QUEST Medical, Inc.

ONE ALLENTOWN PARKWAY / ALLEN, TEXAS 75002-4211 / 972 390-9800 / FAX: 972 390-8465

Handwritten notes and signatures:
F05223
Merged into a foreign Corp
Not qual.
2-3-97
Curt Coppen

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEUROMED, INC., a Florida corporation, document number F05223

INTO

ADVANCED NEUROMODULATION SYSTEMS, INC.. a Texas corporation not
qualified in Florida

File date: February 3, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
NEUROMED, INC., a Florida corporation,
WITH AND INTO
ADVANCED NEUROMODULATION SYSTEMS, INC., a Texas corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Advanced Neuromodulation Systems, Inc. ("ANS"), a corporation organized under the laws of the State of Texas and a wholly owned subsidiary of Quest Medical, Inc. ("Quest"), also a Texas corporation, and Neuromed, Inc. ("Neuromed"), a corporation organized under the laws of the State of Florida and a wholly owned subsidiary of Quest, hereby adopt and file the following Articles of Merger for the purpose of merging Neuromed with and into ANS.

FIRST: Attached as Exhibit A and incorporated here by reference, the parties' Agreement and Plan of Merger sets forth the terms and procedure for the merger of Neuromed with and into ANS (the "Merger"), ANS being the surviving entity and Neuromed will cease.

SECOND: The board of directors for ANS and Neuromed have adopted the Agreement and Plan of Merger, shareholder adoption not being required pursuant to the applicable sections of the Florida Business Corporation Act.

THIRD: The Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws under which each foreign corporation or other entity that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

FOURTH: The Merger will become effective upon the issuance of the certificates of merger by the respective government entities.

APPROVED
AND
FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Dated: January 27, 1997

ADVANCED NEUROMODULATION
SYSTEMS, INC.

NEUROMED, INC.

Scott F. Dress
Scott F. Dress
Its: President

F. Robert Merrill III
F. Robert Merrill III
Its: Secretary

SUBSCRIBED AND SWORN TO BEFORE ME by said SCOTT F. DREES and
F. ROBERT MERRILL III on this 27 day of January, 1997.

Cristi Zamorano
NOTARY PUBLIC



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made and effective this 25th day of November, 1996 ("Effective Date"), by and between Advanced Neuromodulation Systems, Inc., a Texas Corporation ("ANS" or "the surviving corporation"), and Neuromed, Inc., a Florida corporation ("Neuromed").

ANS is a corporation organized and existing under the laws of Texas and a wholly owned subsidiary of Quest Medical, Inc., a Texas corporation ("Quest"). ANS has an authorized capitalization of 1,000 shares of common stock, \$0.01 par value, 500 shares being issued and held by Quest.

Neuromed is a corporation organized and existing under the laws of Florida and a wholly owned subsidiary of Quest. Neuromed has an authorized capitalization of 9,000,000 shares of Class A, voting stock, \$0.004 par value, and 100,000 shares of Class B, non-voting stock, \$0.01 par value, 5,819,250 shares of Class A, voting stock and 94,850 shares of Class B, non-voting stock being issued and held by Quest.

The board of directors of ANS and Neuromed deem it desirable and in the best interests of the corporations and their shareholders that Neuromed be merged into ANS.

The terms of such merger, the mode of carrying the same into effect and such other facts, details or provisions as may be required or permitted by such merger are set forth hereinbelow.

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions set forth here, the constituent corporations agree as follows:

1. The corporations which are parties to this Agreement shall be merged into a single corporation by Neuromed merging with and into ANS, which shall survive the merger, pursuant to the provisions of the Texas Business Corporation Act. Upon this merger becoming effective and without further action, ANS shall succeed to, possess and enjoy all the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of Neuromed, all debts due to Neuromed on whatever account, and all and every other interest and asset of or belonging to Neuromed shall be taken and deemed to be transferred to and vested in ANS just as they were vested in Neuromed. All debts, obligations, liabilities and duties of Neuromed shall

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attach to ANS and may be enforced against ANS. All rights of creditors, and all liens upon property of Neuromed shall be unimpaired and preserved. ANS shall be responsible and liable to the same extent as if such debts, obligations, liabilities and duties had been incurred or contracted by it, and any claim existing or action or proceeding pending by or against Neuromed may be prosecuted as if this merger had not taken place, or ANS may be substituted in place of Neuromed. At any time, or from time to time, after the merger is effective, the last acting officers of Neuromed shall, in the name of Neuromed, execute and deliver all such proper deeds, assignments, and other instruments as ANS may deem necessary or desirable in order to vest, perfect or confirm ANS' title to and possession of all Neuromed's property, rights, privileges, powers, immunities and franchises and otherwise to carry out the purposes of this Agreement.

2. On or about the Effective Date, Articles of Merger setting forth the information required by, and otherwise in compliance with, the laws of Texas (and the laws of Florida where applicable) shall be delivered for filing with the offices of the Secretary of State of both Texas and Florida. The merger shall become effective on the date and at the time the respective offices of the Secretary of State issue applicable certificates of merger

3. The name of the surviving corporation shall be ADVANCED NEUROMODULATION SYSTEMS, INC. The purposes, county where the principal office for the transaction of business shall be located, number of directors and the capital stock of the surviving corporation shall be as they appear in the articles of incorporation of the surviving corporation, as set forth in Attachment A here.

4. The bylaws of ANS, as in effect on the Effective Date, shall be the bylaws of the surviving corporation until the same shall be altered, amended or repealed, or until new bylaws are adopted as provided therein.

5. The names of the board of directors of ANS, as of the Effective Date, shall remain the board of directors of the surviving corporation until the same shall be altered in accordance with the governing bylaws. The name and address of the person who shall constitute the board of directors of the surviving corporation are as follows:

Thomas C. Thompson

One Allentown Parkway
Allen, Texas 75002

6. As of the Effective Date, the shares of Neuromed stock and ANS stock shall be recognized and treated as follows:

- (a) ANS. Each share of ANS stock, \$0.01 par value, issued and outstanding on the effective date of this merger shall continue to be one share of ANS common stock, \$0.01 par value.
- (b) Neuromed. As of the effective date of this merger, the sole stockholder of Neuromed, Quest, shall surrender any and all Neuromed Class A stock certificates and Neuromed Class B stock certificates to the registered agent of ANS for cancellation. Any and all stock certificates surrendered pursuant to this provision shall be canceled as of the date of surrender, and indicated as such thereon. ANS shall issue no share nor make any payment in return for the surrendered shares.

7. Neither Neuromed nor ANS shall, prior to the Effective Date, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

8. As the parties acknowledge that Article 5.03(G) of the Texas Business Corporations Act is applicable to the merger contemplated and intended by the parties, this Agreement shall be submitted to the board of directors for the constituent parties to this Agreement.

9. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating to this merger without further action or approval by the shareholders of the corporation, at any time before the merge has been completed.

10. This Agreement of merger may be executed in any number of counterpart, and all such counterparts and copies shall be and constitute one original instrument.

The parties to this merger agreement have caused this agreement of merger to be executed by their respective directors and have caused their respective corporations' seals to be impressed on it on this 25th day of November, 1996.

ADVANCED NEUROMODULATION SYSTEMS, INC.

By: *Thomas C. Thompson*
Its: Director

NEUROMED, INC.

By: *Thomas C. Thompson*
Its: Director

SUBSCRIBED AND SWORN TO BEFORE ME by said THOMAS C. THOMPSON on this 25TH day of November, 1996.

Corinne Olszowska
NOTARY PUBLIC

My commission expires:

