



THE UNITED STATES
CORPORATION
COMPANY

F9500002243

ACCOUNT NO. : 072100000032

REFERENCE : 593159 5020855

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$140.00

ORDER DATE : November 6, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 593159-010

CUSTOMER NO: 5020855

700002342837--1

CUSTOMER: Sue E. Lintott, Legal Asst
The Nathanson Group
1411 Fourth Ave.
Suite 905
Seattle, WA 98101

ARTICLES OF MERGER

HOSPITAL THERAPY SERVICE OF
TENNESSEE, INC. ET AL

INTO

SUNCARE RESPIRATORY SERVICES,
INC.

FILED
97 NOV 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

97 NOV 10 PM 1:16
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

Merger
11/10/97
DC

F 95000002243

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOSPITAL THERAPY SERVICE OF TENNESSEE, INC., a Florida corporation,
P93000086931

HOSPITAL THERAPY SERVICE OF OHIO, INC., a Florida corporation,
P94000049871

HOSPITAL THERAPY SERVICE OF MISSISSIPPI, INC., a Florida corporation,
P96000098339

into

SUNCARE RESPIRATORY SERVICES, INC., an Indiana corporation
F95000002243

File date: November 10, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 140.00

ARTICLES OF MERGER
OF
HOSPITAL THERAPY SERVICE OF TENNESSEE, INC.,
HOSPITAL THERAPY SERVICE OF OHIO, INC.,
AND
HOSPITAL THERAPY SERVICE OF MISSISSIPPI, INC.,
WITH AND INTO
SUNCARE RESPIRATORY SERVICES, INC.,
(parent corporation)

FILED
97 NOV 10 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned adopts the following articles of merger for the purpose of merging three (3) wholly-owned domestic subsidiary corporations into the undersigned foreign corporation as the surviving corporation:

1. The names of the Florida corporations which are parties to the within merger are HOSPITAL THERAPY SERVICE OF TENNESSEE, INC., HOSPITAL THERAPY SERVICE OF OHIO, INC., and HOSPITAL THERAPY SERVICE OF MISSISSIPPI, INC. Also party to the within merger is SUNCARE RESPIRATORY SERVICES, INC., an Indiana corporation. SUNCARE RESPIRATORY SERVICES, INC. is the surviving corporation.

2. Annexed hereto and made a part hereof is the Plan of Merger.

3. The merger has been authorized in compliance with the Florida Business Corporation Act and in compliance with the corporation laws of the State of Indiana, the jurisdiction of organization of the undersigned.

4. The number of outstanding shares of each class of the subsidiary corporations, and the number of shares of each class owned by the surviving corporation, are as follows:

Name of Subsidiary	Designation of Class	Number of Shares Outstanding	Number of Shares Owned by Surviving Corporation
Hospital Therapy Service of Tennessee, Inc.	Common	1,000	1,000
Hospital Therapy Service of Ohio, Inc.	Common	1,000	1,000
Hospital Therapy Service of Mississippi, Inc.	Common	1,000	1,000

5. Shareholder approval was not required for the merger. Since SUNCARE RESPIRATORY SERVICES, INC. owns 100% of the outstanding shares of each of the subsidiary corporations, there were no dissenting votes. The date of adoption of the Plan of Merger by the Board of Directors of SUNCARE RESPIRATORY SERVICES, INC. was November 6, 1997.

6. SUNCARE RESPIRATORY SERVICES, INC., in its capacity as the holder of all of the outstanding shares of each of the subsidiary corporations waived the mailing of a copy of the Plan of Merger to SUNCARE RESPIRATORY SERVICES, INC. otherwise provided for under the provisions of Section 607.1104 (1)(b)4 of the Florida Business Corporation Act.

Executed as of this 6th day of November, 1997.

SUNCARE RESPIRATORY SERVICES, INC.

Michael Berg
By: Michael T. Berg
Its: Assistant Secretary

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO) ss.

On this 6th day of Nov., 1997, before me personally appeared Michael T. Berg, to me known to be the Assistant Secretary of SunCare Respiratory Services, Inc., an Indiana corporation, the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Kim Hagen
NOTARY PUBLIC
in and for the state of New Mexico
My commission expires: 3/27/99



PLAN OF MERGER

1. SunCare Respiratory Services, Inc., which is a business corporation of the State of Indiana and is the owner of all of the outstanding shares of Hospital Therapy Service of Tennessee, Inc., Hospital Therapy Service of Ohio, Inc., and Hospital Therapy Service of Mississippi, Inc., each of which is a business corporation of the State of Florida, hereby merges Hospital Therapy Service of Tennessee, Inc., Hospital Therapy Service of Ohio, Inc., and Hospital Therapy Service of Mississippi, Inc. with and into SunCare Respiratory Services, Inc. pursuant to the provisions of the corporation laws of the State of Indiana and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Hospital Therapy Service of Tennessee, Inc., Hospital Therapy Service of Ohio, Inc., and Hospital Therapy Service of Mississippi, Inc. shall cease at the effective time and date of the merger, and SunCare Respiratory Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Indiana Business Corporation Act.
3. The articles of incorporation of SunCare Respiratory Services, Inc. are not amended in any respect by this Plan of Merger.
4. The outstanding shares of Hospital Therapy Service of Tennessee, Inc., Hospital Therapy Service of Ohio, Inc., and Hospital Therapy Service of Mississippi, Inc. immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share which is outstanding shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of SunCare Respiratory Services, Inc. outstanding at the effective time and date of the merger is to be an identical outstanding share of SunCare Respiratory Services, Inc.
6. No shares of SunCare Respiratory Services, Inc., and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of SunCare Respiratory Services, Inc. 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.