

F960000004457



ACCOUNT NO. : 072100000032

REFERENCE : 939999 4333422

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : December 20, 2000

ORDER TIME : 11:33 AM

ORDER NO. : 939999-025

800003510468--8

CUSTOMER NO: 4333422

CUSTOMER: Karen S. Finch, Legal Asst  
Baker & Hostetler  
Suite 2100  
65 East State Street  
Columbus, OH 43215

ARTICLES OF MERGER

*Merger  
12-21-00  
PMS*

ENDOLAP, INC.

EFFECTIVE DATE

12-31-00

INTO

ALLEGIANCE HEALTHCARE  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
00 DEC 21 PM 4:09  
TALLAHASSEE, FLORIDA

RECEIVED  
00 DEC 21 PM 1:35  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ENDOLAP, INC., a Florida corporation, S80705

into

**ALLEGIANCE HEALTHCARE CORPORATION,** a Delaware entity  
F96000004457

File date: December 21, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

ENDOLAP, INC.

AND

ALLEGIANCE HEALTHCARE CORPORATION

FILED

00 DEC 21 PM 4:09

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Endolap, Inc., a Florida corporation ("Endolap") and Allegiance Healthcare Corporation, a Delaware corporation and the owner of all of the issued and outstanding stock of Endolap ("Allegiance"), do hereby adopt the following articles of merger.

1. Attached hereto as Exhibit A and incorporated herein by this reference is the Plan of Merger for merging Endolap with and into Allegiance (the "Merger") as approved by the Board of Directors of Endolap on December 13, 2000 and adopted by the Board of Directors of Allegiance on December 13, 2000.

2. The Merger is permitted by the laws of the State of Delaware (which is the jurisdiction of organization of Allegiance) and has been authorized in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of Allegiance was December 13, 2000.

3. Shareholder approval was not required for the Merger.

4. The effective time and date of the Merger in the State of Florida shall be as of the end of business on December 31, 2000.

Executed on December 13, 2000

ENDOLAP, INC.

EFFECTIVE DATE

12-31-00

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

*James Walsh*

James Walsh, President

ALLEGIANCE HEALTHCARE CORPORATION

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

Richard J. Miller, Executive Vice President-Finance

ARTICLES OF MERGER

OF

ENDOLAP, INC.

AND

ALLEGIANCE HEALTHCARE CORPORATION

To the Department of State  
State of Florida

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Executed on December 13, 2000

Endolap, INC.

By:

James Walsh, President

Allegiance Healthcare cORPORATION

By: *Richard J. Miller*

Richard J. Miller, Executive Vice President-Finance

EXHIBIT A

PLAN OF MERGER

1. Allegiance Healthcare Corporation ("Allegiance"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Endolap, Inc. ("Endolap"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Endolap into Allegiance (the "Merger"), pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Allegiance.
2. The separate existence of Endolap shall cease at the effective time and date of the Merger pursuant to the provisions of the Florida Business Corporation Act and Allegiance shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.
3. The issued shares of Endolap shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Allegiance 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.