

F96000005521

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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RE-SUBMIT

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 date of submission 12/20/07*

MERGER OR SHARE EXCHANGE

UROQUEST MEDICAL CORPORATION

EFFECTIVE DATE

12/31/07

Certificate of Status	0
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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12/20/2007

merger

12/27



December 24, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UROCATH CORPORATION
750 E. SWEDSFORD ROAD
VALLEY FORGE, PA 18482

SUBJECT: UROCATH CORPORATION
REF: P93000008810

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of the shareholders or directors of the merging corporation is blank. Please complete.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H07000303436
Letter Number: 407A00071425

RECEIVED
2007 DEC 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314



December 20, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UROCATH CORPORATION
750 E. SWEDES FORD ROAD
VALLEY FORGE, PA 18482

SUBJECT: UROCATH CORPORATION
REF: P93000008810

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: E07000303436
Letter Number: 707A00071037

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Uroquest Medical Corporation</u>	<u>Delaware</u>	<u> </u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Uroceath Corporation</u>	<u>Florida</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>

EFFECTIVE DATE
12/31/07

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TALLAHASSEE, FLORIDA

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 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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

X The Plan of Merger was adopted by the board of directors of the surviving corporation on December 19, 2007 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 December 19, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Uroquest Medical Corporation

Sehr

Steven F. Messmer, Vice President

Urocath Corporation

Sten

Steven F. Messmer, Vice President

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

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Uroquest Medical Corporation</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

[illegible]

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:

All shares of Uroctath Corporation, the Merging Corporation, will be canceled without consideration.

(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:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: