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F97 000000660

CT CORPORATION SYSTEM

Requestor's Name

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Tallahassee, FL 32301 222-1092

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State

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Phone

CORPORATION(S) NAME

800002092208--6

-02/19/97--01074--023

*****70.00 *****70.00

800002092208--6

-02/19/97--01074--024

*****105.00 *****105.00

Photon Diagnostic Technologies, Inc.

merging into:

G.D. Technical Services, Inc.

changing its name to:

ADAC Medical Technologies, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copies of merger

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N. HENDRICKS FEB 19 1997

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHOTON DIAGNOSTIC TECHNOLOGIES, INC., A FLORIDA CORPORATION,
M39865.

INTO

**J.D. TECHNICAL SERVICES, INC. doing business in Florida as ADAC
MEDICAL TECHNOLOGIES, INC. which changed its name to ADAC
MEDICAL TECHNOLOGIES, INC., a Delaware corporation, F97000000660**

File date: February 19, 1997

Corporate Specialist: Nancy Hendricks

**ARTICLES OF MERGER OF
PHOTON DIAGNOSTIC TECHNOLOGIES, INC., a Florida Corporation
INTO
J.D. TECHNICAL SERVICES, INC. Delaware Corporation**

FILED
97 FEB 19 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to FSA § 607.1105, the corporations described herein, desiring to effect a merger, set forth the following facts:

ARTICLE I

The name of the corporation surviving the merger is: **J.D. TECHNICAL SERVICES, INC.**

The name of the surviving corporation has been changed as a result of the merger from J.D. Technical Services, Inc. To ADAC Medical Technologies, Inc.

ARTICLE II

The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware

The surviving corporation is qualified to do business in the State of Florida. The Surviving corporation was qualified to do business in the State of Florida on February 7, 1997.

ARTICLE III

The name of the nonsurviving corporation is: **PHOTON DIAGNOSTIC TECHNOLOGIES, INC.**

The state of domicile of the nonsurviving corporation is: **FLORIDA**

The date of incorporation of the nonsurviving corporation is: **October 10, 1986**

ARTICLE IV

The Plan of Merger, containing the information required by FSA § 607.1101 MERGER, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The merger was adopted by the board of directors and the sole shareholder of J.D. Technical Services, Inc., on January 30, 1997.

ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

A shareholder vote was not required. The merger was adopted by the board of directors without shareholder action on January 31, 1997.

ARTICLE VII

These Articles of Merger will be effective upon filing:

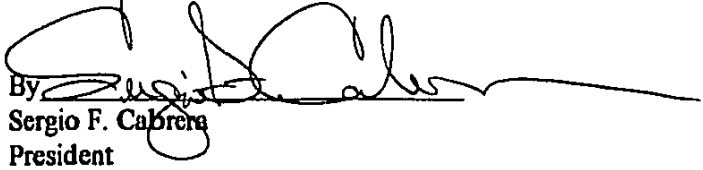
Date:
J.D. Technical Services Inc.

By


P. Andre Simone
Vice President

Photon Diagnostics Technologies, Inc.

By


Sergio F. Cabrera
President

artmerge.pdf
wp61winart2off

PLAN OF MERGER

Merger among J.D. Technical Services, Inc., a Delaware corporation ("Surviving Corporation"), ADAC Laboratories, the parent of Surviving Corporation ("Parent"), and Photon Diagnostic Technologies, Inc., a Florida Corporation ("Disappearing Corporation") (Surviving Corporation and Disappearing Corporation are herein collectively referred to as the "Constituent Corporations"). This Merger is being effected pursuant to an Agreement and Plan of Reorganization among Parent, Surviving Corporation, Disappearing Corporation and the sole shareholder of Disappearing Corporation (the "Reorganization Agreement") and this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Parties. The names of the Constituent Corporations to the Merger are J.D. Technical Services, Inc., a Delaware corporation, and Photon Diagnostic Technologies, Inc., a Florida corporation. J.D. Technical Services, Inc. shall be the Surviving Corporation in the Merger.

2. Terms and Conditions of the Merger. The terms and conditions of the Merger are as follows:

2.1 Merger of the Disappearing Corporation into Surviving Corporation. Upon the terms and subject to the conditions set forth in this Plan, at the Effective Time (as defined in Section 2.3), Disappearing Corporation shall be merged into Surviving Corporation and the separate existence of Disappearing Corporation shall cease. Surviving Corporation will be the surviving corporation in the Merger.

2.2 Effect of the Merger. The Merger shall have the effects set forth in this Plan, in the applicable provisions of the Delaware General Corporation Law and in the applicable provisions of the Act.

2.3 Effective Time. As soon as practicable after the closing of the transactions described in the Reorganization Agreement, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute articles of merger in the form attached and upon such execution this Plan shall be deemed incorporated by reference into the articles of merger as if fully set forth in such articles, and shall become an exhibit to such articles. Thereafter, such articles of merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the articles of merger shall specify that the merger shall become effective upon filing of the articles of merger with the Florida Secretary of State.

2.4 Certificate of Incorporation and Bylaws; Directors and Officers. Upon the filing of the requisite certificate of merger with the Delaware Secretary of State, the name of the Surviving Corporation shall be changed to ADAC Medical Technologies, Inc., and, except for such change, no other amendments or

changes to the Certificate of Incorporation of J.D. Technical Services, Inc. are to be effected by the Merger. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall become the Bylaws of the Surviving Corporation at the Effective Time. The directors and officers of the Surviving Corporation immediately after the Effective Time shall be the directors and officers of Surviving Corporation immediately prior to the Effective Time.

2.5 Conversion of Shares Etc.

(a) At the Effective Time, by virtue of the Merger (and without any action on the part of any shareholder of Disappearing Corporation):

(i) any shares of the common stock, \$.01 par value, of Disappearing Corporation ("Company Common Stock") then held by Disappearing Corporation or any subsidiary of Disappearing Corporation (or held in Disappearing Corporation's treasury) shall be canceled; and

(ii) except as provided in clause (i) above and subject to Section 2.5(b), all shares of Company Common Stock then outstanding shall be converted into the right to receive in the aggregate that number of shares of the common stock of Parent ("ADAC Common Stock") equal to (x) \$1,500,000, *divided by* (y) the average of the closing sales price of a share of ADAC Common Stock as reported on the Nasdaq Stock Market for each of the five trading days immediately preceding the Closing Date (the "Closing Price").

(b) The shares of ADAC Common Stock into which each outstanding share of Company Common Stock is to be converted pursuant to Section 2.5(a)(ii) (as such fraction may be adjusted in accordance with this Section 2.5(b)) is referred to as the "Exchange Ratio." If, between the date of this Agreement and the Effective Time, the outstanding shares of Company Common Stock or ADAC Common Stock are changed into a different number or class of shares by reason of any stock dividend, subdivision, reclassification, recapitalization, split-up, combination or similar transaction, the Exchange Ratio shall be appropriately adjusted.

2.6 Closing of Disappearing Corporation's Transfer Books. At the Effective Time, holders of certificates representing shares of Company Common Stock shall cease to have any rights as shareholders of Disappearing Corporation, and the stock transfer books of Disappearing Corporation shall be closed with respect to all shares of Company Common Stock outstanding immediately prior to the Effective Time. No further transfer of any such shares of Company Common Stock shall thereafter be made on such stock transfer books.

2.7 Fractional Shares. No certificates or scrip for fractional shares of ADAC Common Stock shall be issued, but in lieu thereof each holder of shares of Company Common Stock who would otherwise be entitled to receive a certificate or

scrip for a fraction of a share of ADAC Common Stock shall receive from Parent a cash amount equal to the market value of one share of ADAC Common Stock (based on the Closing Price) multiplied by the fraction of a share of ADAC Common Stock to which such holder would otherwise be entitled.

3. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is or the shareholders of which are entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but no necessarily by the same persons) or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

4. **Termination.** At any time before the Effective Time (whether before or after the filing of articles of merger), this Plan may be terminated and the Merger abandoned by mutual consent of the boards of directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on this 3rd day of February, 1997.

ATTEST:

PHOTON DIAGNOSTIC
TECHNOLOGIES, INC.,
a Florida corporation

By: 

Sergio P. Cabrera, President

ATTEST:

J.D. TECHNICAL SERVICES, INC.,
a Delaware corporation

By: 

P. Andre Simone, Vice President

ATTEST:

ADAC LABORATORIES,
a California corporation

By: 

P. Andre Simone, Vice President