

**F9700005754**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**INVACARE FLORIDA CORPORATION**

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*Merger Cx  
12-23-05  
\* eff  
12-31-05*

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\* rfc  
12-31-05

**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)
Invacare Florida Corporation	Delaware	F97000005754

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mobilite Building Corporation	Florida	P94000012592
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 /2005 (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 December 16, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 December 16, 2005



The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Invacare Florida Corporation</u>		<u>Gregory C. Thompson, Secretary and Treasurer</u>
<u>Mobilite Building Corporaton</u>		<u>Gregory C. Thompson, Secretary and Treasurer</u>
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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 16th day of December, 2005, by and among INVACARE FLORIDA CORPORATION, a Delaware corporation qualified in the State of Florida (the "Surviving Corporation"), and MOBILITE BUILDING CORPORATION, a Florida corporation ("Mobilite"). The Surviving Corporation and Mobilite are herein referred to collectively as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the total authorized capital stock of the Surviving Corporation consists of 1,500 shares of Common Stock, par value \$0.01 per share, of which 400 are issued and outstanding;

**WHEREAS**, the total authorized capital stock of Mobilite consists of 1,000 shares of Common Stock, par value \$0.01 per share (the "Mobilite Shares"), of which 100 are issued and outstanding;

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations have determined that it is no longer desirable to continue the existence of Mobilite as a separate entity and that Mobilite should be merged with and into the Surviving Corporation pursuant to the authority of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "Florida BCA") and Section 252 of the Delaware General Corporation Law (the "Delaware GCL"); and

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations and the sole shareholder or sole stockholder of each of the Constituent Corporations have authorized and approved this Agreement in accordance with the Florida BCA and the Delaware GCL;

**NOW, THEREFORE**, the Constituent Corporations hereby agree and plan as follows:

1. **The Merger.** Effective at the Effective Time (as defined in Section 6 below), Mobilite shall be merged with and into the Surviving Corporation pursuant to the Florida BCA and the Delaware GCL (the "Merger"). Invacare Florida Corporation shall be the surviving corporation in the Merger. At the Effective Time, the separate corporate existence of Mobilite shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets, and liabilities of Mobilite and shall continue as the Surviving Corporation under the laws of the State of Delaware and with the name "Invacare Florida Corporation."

2. **Certificate of Incorporation of the Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger and shall be the Certificate of Incorporation of the Surviving Corporation, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

3. **Bylaws of the Surviving Corporation.** The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect

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following the Merger and shall be the Bylaws of the Surviving Corporation, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

4. **Directors and Officers of the Surviving Corporation.** The directors and the officers of the Surviving Corporation holding office immediately prior to the Effective Time shall continue in office following the Merger and shall be the directors and the officers, respectively, of the Surviving Corporation, until they shall have resigned or been removed or replaced in accordance with the Certificate of Incorporation, as amended, and the Bylaws of the Surviving Corporation or otherwise in accordance with applicable law.

5. **Service of Process.** The Surviving Corporation hereby consents to be sued and served with process in the State of Florida and irrevocably appoints the Secretary of State of Florida as the Surviving Corporation's agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of Mobilite or to enforce the rights of a dissenting shareholder of Mobilite.

6. **Effective Time; Certificates and Articles of Merger.** The Merger shall become effective on and as of December 31, 2005. The date at which the Merger becomes effective in accordance with the preceding sentence is referred to in this Agreement as the "Effective Date." The Surviving Corporation and Mobilite shall each execute and cause to be filed with the respective Secretaries of State of Delaware and Florida an appropriate certificate of merger or articles of merger in evidence of the Merger consistent with the terms of this Agreement and in accordance with the Delaware GLC and the Florida BCA.

8. **Terms of Merger.** The terms of the Merger and the mode of carrying them into effect, and the manner and basis of converting the outstanding shares of the capital stock of the Constituent Corporations, shall be as follows:

(a) **Surviving Corporation Shares.** Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall at the Effective Time remain an identical issued and outstanding share of the capital stock of the Surviving Corporation and shall not be changed or converted hereby.

(b) **Mobilite Shares.** Each of the Mobilite Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation, Mobilite or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time, without any consideration being payable or deliverable to any person therefor.

9. **Effect of Merger.** The effect of the Merger shall be as provided in this Agreement and otherwise as provided under the applicable provisions of the laws of the States of Delaware and Florida.

10. **Termination; Amendment.** At any time prior to the Effective Time, if and to the extent permitted by the Delaware GCL and the Florida BCA, the Merger may be abandoned and this Agreement terminated with the approval of the Board of Directors of any one or more of the

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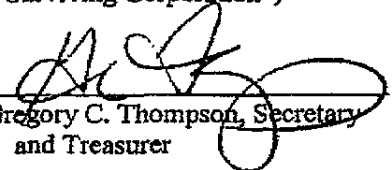
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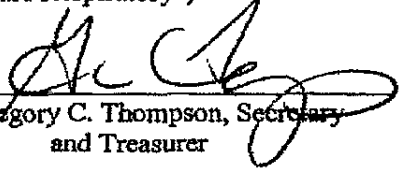
Constituent Corporations, the approval of this Agreement by the respective Boards of Directors or shareholders thereof notwithstanding. This Agreement may, to the extent permitted by the Delaware GCL and the Florida BCA.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed and delivered this Agreement and Plan of Merger by its duly authorized officer as of the date first written above.

INVACARE FLORIDA CORPORATION  
(the "Surviving Corporation")

MOBILITE BUILDING CORPORATION  
("Invacare Respiratory")

By:   
Gregory C. Thompson, Secretary  
and Treasurer

By:   
Gregory C. Thompson, Secretary  
and Treasurer

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