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**MERGER OR SHARE EXCHANGE  
HOME CARE SUPPLY, INC.**

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**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:

Home Care Supply, Inc.  
Delaware

**Second:** The name and jurisdiction of each merging corporation:

Suncoast Medical Oxygen, Inc.  
Florida

**Third:** The Plan of Merger is attached.

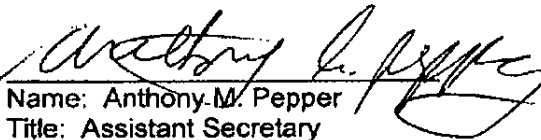
**Fourth:** The merger shall become effective at 11:59 p.m., Eastern Standard Time, on November 30, 2009.

**Fifth:** The Plan of Merger was not required to be adopted by the shareholders of the surviving corporation.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on November 2, 2009.

**Seventh:** Signature of merging corporation.

Suncoast Medical Oxygen, Inc.

  
Name: Anthony M. Pepper  
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER  
OF  
SUNCOAST MEDICAL OXYGEN, INC.  
(a Florida corporation)

WITH AND INTO

HOME CARE SUPPLY, INC.  
(a Delaware corporation)

Agreement and Plan of Merger dated as of November 2, 2009, by and between Suncoast Medical Oxygen, Inc. a Florida corporation ("SMO"), and Home Care Supply, Inc., a Delaware corporation ("HCS").

WHEREAS, SMO and HCS are corporations duly organized and existing under the laws of the states of Florida and Delaware, respectively; and

WHEREAS, the respective Boards of Directors of SMO and HCS have determined that it is advisable that SMO be merged into HCS as provided for herein;

WHEREAS, HCS is the sole shareholder of SMO and has authorized and approved that SMO be merged into HCS as provided herein;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree that SMO shall be merged with and into HCS, on the following terms and conditions and in accordance with the following Plan of Merger:

PLAN OF MERGER

ARTICLE I

PARTIES AND EFFECTIVE DATE AND PURPOSE

A. Parties. Upon the Effective Date, as hereinafter defined, SMO, a Florida corporation, shall be merged with and into HCS, a Delaware corporation, in accordance with the applicable statutes of the State of Florida and the State of Delaware and upon the terms and provisions of this Agreement and Plan of Merger. SMO and HCS shall sometimes be referred to herein as the "Constituent Corporations." HCS shall be the surviving corporation and shall sometimes be referred to herein as the "Surviving Corporation." Upon the Effective Date, the Surviving Corporation's name shall continue to be Home Care Supply, Inc.

B. Effective Date. The Constituent Corporations shall cause to be executed and filed in the office of the Secretary of State of the State of Delaware a Certificate of Ownership and Merger pursuant to Sections 251 through 266 of the Delaware General Corporation Law and in the office of the Secretary of the State of the State of Florida an Articles of Merger pursuant to Section 607.1101 through 607.1109 of the Florida Business Corporation Act. The Effective Date of the statutory merger described herein shall be 11:59 p.m., Eastern Standard Time, November 30, 2009. The Constituent Corporations shall do all such acts and things as shall be necessary and desirable in order to effectuate the merger.

ARTICLE II  
CERTIFICATION OF INCORPORATION,  
BYLAWS, OFFICERS AND DIRECTORS

A. Certificate of Incorporation. The Certificate of Incorporation of HCS in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation until such time as it may be further altered or amended in accordance with the Delaware General Corporation Law.

B. Bylaws. The Bylaws of HCS in effect immediately prior to the Effective Date shall continue to be the Bylaws of the Surviving Corporation until such time as they may be altered, amended or repealed in accordance with the Delaware General Corporation Law, the Certificate of Incorporation, the Bylaws and other applicable law.

C. Officers and Directors. The officers and directors of HCS in office immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation until such time as they may be changed in accordance with the Bylaws and other applicable law.

ARTICLE III  
CANCELLATION OF MEMBERSHIP

A. Upon the merger becoming effective, the authorized capital stock of SMO shall cease to exist, and each share of SMO Common Stock outstanding on the Effective Date shall forthwith cease to exist and be canceled. All shareholders of SMO holding certificates representing shares of SMO common stock issued and outstanding on the Effective Date shall be marked "canceled" and returned to the SMO stock book. All shares of SMO common stock which are authorized but unissued immediately prior to the Effective Date shall forthwith cease to exist.

B. No shares or other securities of the Surviving Corporation, no shares or securities of any other corporation, no cash, and no other property of any nature will be issued or exchanged as a result of the merger

ARTICLE IV  
EFFECT OF MERGER

The effect of the merger shall be as provided in the applicable laws of the states of Delaware and Florida.

ARTICLE V  
SHAREHOLDER APPROVAL

Shareholder approval by the Surviving Corporation is not required for the purpose of considering and taking action upon this Agreement and Plan of Merger and all transactions contemplated hereby pursuant to the applicable laws of the states of Delaware and Florida.

ARTICLE VI  
ABANDONMENT

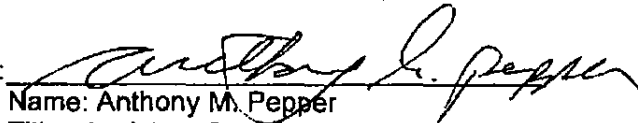
Provided that neither of the Articles of Merger nor Certificate of Ownership and Merger referred to in Article I, Section B, hereof have yet been filed, this Agreement and Plan of Merger may be terminated and abandoned at any time by the action of the Board of Directors of either of the Constituent Corporations without member or shareholder action by either of the Constituent Corporations. In the event of termination and abandonment as so provided, written notice shall forthwith be given to each of the Constituent Corporations and placed in the records of the meetings of the board of directors of each Constituent Corporation.

ARTICLE VII  
FEES AND FRANCHISE TAXES

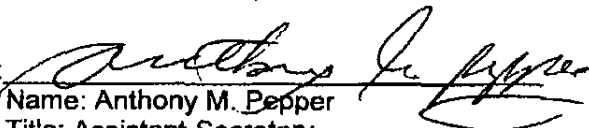
The Surviving Corporation will be responsible for the payment of all fees and franchise taxes due on behalf of the SMO.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers on the date first set forth above.

SUNCOAST MEDICAL OXYGEN, INC.

By:   
Name: Anthony M. Pepper  
Title: Assistant Secretary

HOME CARE SUPPLY, INC.

By:   
Name: Anthony M. Pepper  
Title: Assistant Secretary

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SUNCOAST MEDICAL OXYGEN, INC.  
(a Florida corporation)

with and into

HOME CARE SUPPLY, INC.  
(a Delaware corporation)

(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST. The name of the surviving corporation is Home Care Supply, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Suncoast Medical Oxygen, Inc., a Florida corporation.

SECOND. A resolution approving the merger of Suncoast Medical Oxygen, Inc. with and into the surviving corporation was approved by the Board of Directors of the Surviving Corporation on November 2, 2009, in the form attached to this certificate as Exhibit A, pursuant to the authorization set forth in Section 253 of the Delaware General Corporation Law.

THIRD. The name of the surviving corporation is Home Care Supply, Inc., a Delaware corporation.

FOURTH. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH. The Agreement and Plan of Merger is on file at 2155 Interstate Highway 10 East, Beaumont, Texas 77710-1010, an office of the surviving corporation.

SIXTH. The authorized stock and par value of Suncoast Medical Oxygen, Inc. is 1,000 authorized shares of common stock, \$5.00 par value, all of which shares are wholly-owned by Home Care Supply, Inc.

SEVENTH. The merger is to become effective at 11:59 p.m., Eastern Standard Time, on November 30, 2009.

EIGHTH. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 2nd day of November, 2009.

HOME CARE SUPPLY, INC.

By

Name: Anthony M. Pepper

Title: Assistant Secretary



Exhibit A

RESOLVED: That (i) approval is hereby given for the merger of Suncoast Medical Oxygen, Inc., ("SMO"), a Florida corporation, with and into Home Care Supply, Inc. (the "Corporation"), a Delaware corporation, in accordance with the terms and conditions of the Agreement and Plan of Merger attached hereto as Exhibit A, whereby the Corporation shall be the surviving corporation (the "Surviving Corporation") and (ii) the Agreement and Plan of Merger attached as Exhibit A is hereby adopted and approved.