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MERGER OR SHARE EXCHANGE

Home Care Supply, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Merge

Effect date 7-31-12

Electronic Filing Menu Corporate Filing Menu

Help

• Effective date
7-31-12

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:

American Home Oxygen and Hospital Equipment, Inc.
Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m., Eastern Daylight Savings Time, on July 31, 2012.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on July 5, 2012 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on July 5, 2012.

Seventh: Signatures of merging corporations.

American Home Oxygen and Hospital Equipment, Inc.



Name: Mark D. Nielsen
Title: Secretary

Home Care Supply, Inc.



Name: Mark D. Nielsen
Title: Secretary

FILED
12 JUL 13 AM 11:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF OWNERSHIP AND MERGER
OF
AMERICAN HOME OXYGEN AND HOSPITAL EQUIPMENT, 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 American Home Oxygen and Hospital Equipment, Inc., a Florida corporation.

SECOND. A resolution approving the merger of American Home Oxygen and Hospital Equipment, Inc. with and into the surviving corporation was approved by the Board of Directors of the Surviving Corporation on July 5, 2012, 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 39 Old Ridgebury Road, Danbury, CT 06810, an office of the surviving corporation.

SIXTH. The merger is to become effective at 11:59 p.m., Eastern Daylight Savings Time, on July 31, 2012.

SEVENTH. 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.

EIGHTH. Home Care Supply, Inc. owns 100% of the outstanding capital stock of American Home Oxygen and Hospital Equipment, Inc.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 5th day of July, 2012.

HOME CARE SUPPLY, INC.

By Mark D. Nielsen
Name: Mark D. Nielsen
Title: Secretary

Exhibit A

RESOLVED: That (i) approval is hereby given for the merger of American Home Oxygen and Hospital Equipment, Inc., ("American Home"), 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.

AGREEMENT AND PLAN OF MERGER
OF
AMERICAN HOME OXYGEN AND HOSPITAL EQUIPMENT, INC.
(a Florida corporation)

WITH AND INTO

HOME CARE SUPPLY, INC.
(a Delaware corporation)

Agreement and Plan of Merger dated as of July 5, 2012, by and between American Home Oxygen and Hospital Equipment, Inc. a Florida corporation ("American Home"), and Home Care Supply, Inc., a Delaware corporation ("HCS").

WHEREAS, American Home 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 American Home and HCS have determined that it is advisable that American Home be merged into HCS as provided for herein;

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

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree that American Home 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, American Home, 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. American Home 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 Daylight Savings Time, July 31, 2012. 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
CAPITAL STOCK, CANCELLATION OF SHARES

A. Upon the merger becoming effective, the authorized capital stock of American Home shall cease to exist, and each share of American Home Common Stock outstanding on the Effective Date shall forthwith cease to exist and be canceled. All shareholders of American Home holding certificates representing shares of American Home common stock issued and outstanding on the Effective Date shall be marked "canceled" and returned to the American Home stock book. All shares of American Home 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 state of Delaware.

ARTICLE VI
FEES AND FRANCHISE TAXES

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

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.

AMERICAN HOME OXYGEN AND HOSPITAL EQUIPMENT, INC.

By: Mark D. Nielsen

Name: Mark D. Nielsen

Title: Secretary

HOME CARE SUPPLY, INC.

By: Mark D. Nielsen

Name: Mark D. Nielsen

Title: Secretary