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CORPORATION(S) NAME

Merge

Innovative Medical, Inc.

Merging into:

Critical Care Concepts, Inc.

99 AUG -3 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INNOVATIVE MEDICAL, INC., a Florida corporation M91245

,

into

**CRITICAL CARE CONCEPTS, INC.**, a Delaware corporation F99000003972

File date: August 3, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER  
OF  
INNOVATIVE MEDICAL, INC.  
(Subsidiary Corporation)  
WITH AND INTO  
CRITICAL CARE CONCEPTS, INC.  
(Parent Corporation)**


**FILED**  
**99 AUG -3 PM 4: 15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Plan of Merger was adopted by the Board of Directors of Critical Care Concepts, Inc. on August 2, 1999 and by the Board of Directors of Innovative Medical, Inc. on July 27, 1999. Shareholder approval of the Plan of Merger was not required.
3. The merger will be effective on August 3, 1999.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers this 2nd day of August, 1999.

CRITICAL CARE CONCEPTS, INC.

By:   
Name: R. LEE KOBINSON  
Title: Chief Financial Officer

INNOVATIVE MEDICAL, INC.

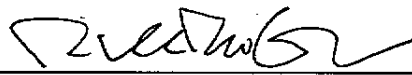
By:   
Name: R. LEE KOBINSON  
Title: SECRETARY

EXHIBIT A

**PLAN OF MERGER**

Pursuant to this Plan of Merger, dated as of the 2nd day of August, 1999, the following wholly-owned subsidiaries of Critical Care Concepts, Inc., shall be merged with and into Critical Care Concepts, Inc., a Delaware corporation: MedComp Inc., a Texas corporation, Post Op Enterprises, Inc., a Georgia corporation, Central Medical Services, Inc., a Delaware corporation, Associated Medical Supply, Inc., a Michigan corporation, Innovative Medical, Inc., a Florida corporation, Critical Systems, Inc., an Alabama corporation, Britton Medical, Inc., a South Carolina corporation, Westmed Specialties, Inc., a Washington corporation, Chesapeake Medical, Inc., a Delaware corporation, Medical Associates Supply Co., Inc., a Tennessee corporation, Medical Associates Equipment Company, a Tennessee corporation, East Coast Medical, Inc., a New Hampshire corporation, MDS Acquisition Corporation, a Delaware corporation, MCon Acquisition Corporation, a Delaware corporation, Chesapeake Breathing Services, Inc., a Delaware corporation, and Critical Care Concepts, Inc., a Texas corporation.

**SECTION 1**  
**DEFINITIONS**

1.1 Effective Date. "Effective Date" shall mean the date on which the Mergers contemplated by this Plan of Merger become effective pursuant to the laws of the States of Alabama, Delaware, Florida, Georgia, Michigan, New Hampshire, South Carolina, Tennessee, Texas and Washington, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Critical Care Concepts, Inc., a Delaware corporation, which, subsequent to the merger contemplated by this Plan of Merger, shall continue to be known as Critical Care Concepts, Inc. in accordance with Section 2.1 of this Plan of Merger.

1.3 Subsidiary Corporations. "Subsidiary Corporations" shall refer to MedComp Inc., a Texas corporation, Post Op Enterprises, Inc., a Georgia corporation, Central Medical Services, Inc., a Delaware corporation, Associated Medical Supply, Inc., a Michigan corporation, Innovative Medical, Inc., a Florida corporation, Critical Systems, Inc., an Alabama corporation, Britton Medical, Inc., a South Carolina corporation, Westmed Specialties, Inc., a Washington corporation, Chesapeake Medical, Inc., a Delaware corporation, Medical Associates Supply Co., Inc., a Tennessee corporation, Medical Associates Equipment Company, a Tennessee corporation, East Coast Medical, Inc., a New Hampshire corporation, MDS Acquisition Corporation, a Delaware corporation, MCon Acquisition Corporation, a Delaware corporation, Chesapeake Breathing Services, Inc., a Delaware corporation, and Critical Care Concepts, Inc., a Texas corporation.

1.4 Mergers. "Mergers" shall refer to the mergers of the Subsidiary Corporations with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2  
TERMS OF MERGERS

2.1 Mergers. In accordance with the applicable laws of the States of Alabama, Delaware, Florida, Georgia, Michigan, New Hampshire, South Carolina, Tennessee, Texas and Washington, and subject to the terms and conditions of this Plan of Merger, the Subsidiary Corporations shall, on the Effective Date, be merged with and into Critical Care Concepts, Inc., which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Critical Care Concepts, Inc.

2.2 Effective Date. The Mergers contemplated by this Plan of Merger shall be effective on August 3, 1999.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of Critical Care Concepts, Inc. shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

2.6 Officers. The officers of Critical Care Concepts, Inc. shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3  
MANNER OF CONVERTING SHARES


The issued and outstanding shares of the Subsidiary Corporations shall be cancelled and cease to exist by virtue of the Mergers on the Effective Date. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Mergers.

[Signatures on next page]

IN WITNESS WHEREOF, the undersigned corporations have caused this Plan of Merger to be executed by their duly authorized officers as of the date first above written.


SURVIVING CORPORATION:

CRITICAL CARE CONCEPTS, INC.


By:   
Name: R. LEE ROBINSON  
Title: Chief Financial Officer

SUBSIDIARY CORPORATIONS:

MEDCOMP INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY


POST OP ENTERPRISES, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

CENTRAL MEDICAL SERVICES, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

ASSOCIATED MEDICAL SUPPLY, INC.


By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

[Signatures continued on next page]


INNOVATIVE MEDICAL, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY


CRITICAL SYSTEMS, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY


BRITTON MEDICAL, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

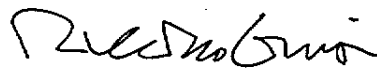
WESTMED SPECIALTIES, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

CHESAPEAKE MEDICAL, INC.


By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

MEDICAL ASSOCIATES SUPPLY CO., INC.


By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

[Signatures continued on next page]

MEDICAL ASSOCIATES EQUIPMENT COMPANY

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

EAST COAST MEDICAL, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

MDS ACQUISITION CORPORATION

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY


MCON ACQUISITION CORPORATION

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

CHESAPEAKE BREATHING SERVICES, INC.

By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

CRITICAL CARE CONCEPTS, INC.


By:   
Name: R. LEE ROBINSON  
Title: SECRETARY

[Signatures continued on next page]



Critical Care Concepts, Inc., as the sole shareholder of the subsidiary corporations, hereby waives the requirement of the parent corporation to mail a copy of the Plan of Merger to each shareholder of record of the subsidiary corporations.

CRITICAL CARE CONCEPTS, INC.

By:   
Name: R. LEE ROBINSON  
Title: Chief Financial Officer