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CT CORPORATION SYSTEM

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660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002305424--6

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70.00

Multi Acquisition I, Inc

merging into:

Multi - Health Corp.

Merger

EXPIRATION DATE

9/27/97

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

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THANKS, MELANIE ☺

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MULTI ACQUISITION I, INC., a Delaware corporation not authorized to transact  
business in Florida

INTO

**MULTI-HEALTH CORP.**, a Florida corporation, J75727.

File date: September 26, 1997 , effective September 27, 1997

Corporate Specialist: Annette Hogan

9/21/97

FILED  
97 SEP 26 PM 12:15  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
MERGING  
MULTI ACQUISITION I, INC.,  
a Delaware corporation,  
WITH AND INTO  
MULTI-HEALTH CORP.,  
a Florida corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Multi Acquisition I, Inc., a Delaware corporation ("Acquisition"), and Multi-Health Corp., a Florida corporation ("Multi-Health"), hereby adopt and submit the following Articles of Merger merging Acquisition with and into Multi-Health (the "Merger"):

- FIRST:** The Plan of Merger, which has been approved and adopted by the Boards of Directors and shareholders of Acquisition and Multi-Health is attached hereto as Exhibit A.
- SECOND:** The effective date of the Merger shall be September 27<sup>th</sup>, 1997 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.
- THIRD:** The Board of Directors of Acquisition adopted the Plan of Merger on September 5, 1997, and the shareholders of Acquisition adopted and approved the Plan of Merger on September 5, 1997. The Board of Directors of Multi-Health adopted the Plan of Merger on September 5, 1997, and the shareholders of Multi-Health adopted and approved the Plan of Merger on September 24, 1997.

**IN WITNESS WHEREOF**, the duly authorized, undersigned officers have caused these Articles of Merger to be executed in their respective corporate names on this 26<sup>th</sup> day of September, 1997.

**MULTI ACQUISITION I, INC.,** a  
Delaware corporation

**MULTI-HEALTH CORP.,** a Florida  
corporation

By: [Signature]  
Name: DEAN HOFER  
Its: Vice-President

By: [Signature]  
Name: Barry Kover  
Its: President

**EXHIBIT A**  
**PLAN OF MERGER**  
**MERGING**  
**MULTI ACQUISITION I, INC.,**  
**a Delaware corporation**  
**WITH AND INTO**  
**MULTI-HEALTH CORP.,**  
**a Florida corporation**

This Plan of Merger is made and entered into as of September 26<sup>th</sup>, 1997, by and between **MULTI ACQUISITION I, INC.**, a Delaware corporation ("Acquisition") and **MULTI-HEALTH CORP.**, a Florida corporation ("Multi-Health"), whereby Acquisition will merge with and into Multi-Health (the "Merger").

**RECITALS**

A. This Plan of Merger has been adopted by the Boards of Directors of Acquisition and Multi-Health respectively, and has been recommended to the shareholders of Acquisition and Multi-Health respectively.

B. A majority of each class of shareholders, entitled to vote on the Plan of Merger, of Acquisition and Multi-Health have voted on and approved the terms of this Plan of Merger in accordance with General Corporation Law of the State of Delaware and the Florida Business Corporation Act respectively.

C. The General Corporation Law of the State of Delaware permits the Merger as contemplated in this Plan of Merger.

D. Acquisition has complied with the applicable requirements of the General Corporation Law of the State of Delaware in effecting the Merger contemplated by this Plan of Merger.

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, Acquisition and Multi-Health hereby agree as follows:

1. **Names of Merging Corporations.** The name of each corporation planning to merge pursuant to this Plan of Merger is as follows:

- a) "Multi Acquisition I, Inc."; and

b) "Multi-Health Corp."

2. Name of Surviving Corporation. The name of the surviving corporation shall be "Multi-Health Corp."

3. Conversion of Shares. The manner and basis of converting the shares of Acquisition and Multi-Health is as follows:

Each share of the issued and outstanding stock of Multi-Health shall be surrendered and exchanged for 0.079925145 share(s) of the common stock, par value \$.01 per share, of Rural/Metro Corporation, a Delaware corporation and the parent corporation of Acquisition ("Rural/Metro") upon the Effective Date (as hereinafter defined). Upon the Effective Date and immediately following the exchange of shares of Multi-Health, each of the issued shares of the common stock of Acquisition, par value \$.01 per share, shall be cancelled. No fractional shares of the common stock of Rural/Metro nor any scrip shall be distributed upon the exchange of the stock of Multi-Health, but in lieu thereof, all such fractional interests, if any, shall be converted into the nearest whole share (half shares or more being rounded up).

4. Effective Date. The effective date of the Merger shall be September 27<sup>th</sup>, 1997 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.

5. Abandonment. This Plan of Merger may be terminated and the merger abandoned at any time prior to the Effective Date by action of the Board of Directors of either Acquisition or Multi-Health.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused this Plan of Merger to be executed in their respective corporate names on this 26<sup>th</sup> day of September, 1997.

MULTI ACQUISITION I, INC., a  
Delaware corporation

By: [Signature]  
Name: DEAN HOFFMAN  
Its: VICE-PRESIDENT

MULTI-HEALTH CORP., a Florida  
corporation

By: [Signature]  
Name: GARY PERES  
Its: PRESIDENT