



K26246

FILED
01 MAY 29 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 165293 4303929

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 78.75

ORDER DATE : May 29, 2001

ORDER TIME : 2:30 PM

merge

ORDER NO. : 165293-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.
1221 Brickell Avenue

800004326878--0

Miami, FL 33131-3238

RECEIVED
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FILING DIVISION

2001 MAY 29 PM 3:57

TO THE SECRETARY
OFFICE OF FILING

ARTICLES OF MERGER

VASOCOR, INC.

INTO

VASOCOR, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR
5/30/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

VASOCOR, INC., a Florida corporation K26246

INTO

VASOCOR, INC., a Delaware entity not qualified in Florida

File date: May 29, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
VASOCOR, INC., a Florida corporation
INTO
VASOCOR, INC., a Delaware corporation**

Pursuant to the provisions of Sections 607.1101 and 607.1104 of the Florida Business Corporation Act, Vasocor, Inc., a Florida corporation ("Vasocor Florida") and Vasocor, Inc., a Delaware corporation ("Vasocor Delaware") adopt the following Articles of Merger for the purpose of merging Vasocor Florida with and into Vasocor Delaware.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger was adopted by (i) the Board of Directors of Vasocor Florida on April 25, 2001, and (ii) the Board of Directors and the sole shareholder of Vasocor Delaware on May 23, 2001. Approval by the shareholders of Vasocor Florida was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 23rd day of May, 2001.

VASOCOR, INC., a Florida corporation

By: 

Walter M. Rosebrough, Jr.
President and Chief Executive Officer

VASOCOR, INC., a Delaware corporation

By: 

Walter M. Rosebrough, Jr.
President and Chief Executive Officer

EXHIBIT A

See Attached

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated May 23, 2001, among Vasocor, Inc., a Florida corporation ("Vasocor Florida") and Vasocor, Inc., a Delaware corporation ("Vasocor Delaware" or the "Surviving Corporation").

Vasocor Florida and Vasocor Delaware desire to effect the statutory merger of Vasocor Florida with and into Vasocor Delaware, with Vasocor Delaware to survive such merger.

1. **Constituent Corporations.** Vasocor Florida and Vasocor Delaware shall be parties to the merger (the "Merger") of Vasocor Florida with and into Vasocor Delaware.

2. **Terms and Conditions of Merger.** Vasocor Florida shall, pursuant to the provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), be merged with and into Vasocor Delaware, which shall continue to exist pursuant to the laws of the State of Delaware as the Surviving Corporation. Upon the Effective Date of the Merger (as defined in paragraph 7), the separate corporate existence of Vasocor Florida shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of Vasocor Florida.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, each of the Class A Common Shares of Vasocor Florida issued and outstanding immediately prior to the Effective Date will cease to be outstanding and will be converted into a Class A Common Share of Vasocor Delaware. Upon the Effective Date, each of the Class B Common Shares of Vasocor Florida issued and outstanding immediately prior to the Effective Date will cease to be outstanding and will be converted into a Class B Common Share of Vasocor Delaware. Each share of Vasocor Delaware capital stock which, immediately prior to the Effective Date, was issued and outstanding and held by Vasocor Florida will be canceled or retired and no issuance of capital stock of Vasocor Delaware or other payment will be made with respect thereto. Upon the Effective Date, each certificate representing Class A Common Shares of Vasocor Florida shall for all purposes be deemed to evidence the ownership of the same number of Class A Common Shares of Vasocor Delaware as are set forth in such certificate. Upon the Effective Date, each certificate representing Class B Common Shares of Vasocor Florida shall for all purposes be deemed to evidence the ownership of the same number of Class B Common Shares of Vasocor Delaware as are set forth in such certificate. As of the Effective Date, the holders of certificates representing Vasocor Florida Class A Common Shares shall thereupon cease to have any rights with respect to such shares and shall surrender all certificates representing such shares for cancellation, whereupon such holders shall receive one or more certificates representing the shares of Vasocor Delaware Class A Common Shares issued to them as a result of the Merger. As of the Effective Date, the holders of certificates representing Vasocor Florida Class B Common Shares shall thereupon cease to have any rights with respect to such shares and shall surrender all certificates representing such shares for cancellation, whereupon such holders shall receive one or more certificates representing the shares of Vasocor Delaware Class B Common Shares issued to them as a result of the Merger. If any certificate representing Vasocor Florida Class A Common Shares or Vasocor Florida Class B Common Shares shall have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming such certificate to be lost, stolen or destroyed and, if required by Vasocor Delaware, the posting by such person of a bond in such reasonable amount as Vasocor Delaware may direct as indemnity against any claim that may be made against it with respect to such certificate, Vasocor Delaware will issue in exchange for such lost, stolen or destroyed certificate a certificate representing the

Vasocor Delaware Class A Common Shares or Vasocor Delaware Class B Common Shares deliverable in respect thereof pursuant to this Agreement.

4. **Certificate of Incorporation.** The Certificate of Incorporation of Vasocor Delaware as of the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

5. **Bylaws.** The Bylaws of Vasocor Delaware as of the Effective Date shall be the Regulations of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

6. **Directors and Officers.** The directors and officers of Vasocor Delaware in office on the Effective Date shall continue to be the directors and officers respectively of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Certificate of Merger has been filed with the Department of State of the State of Delaware.

8. **Amendment of Plan of Merger.** The Board of Directors of Vasocor Florida and the members of Vasocor Delaware are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 251(d) of the DGCL and Section 607.1104(1) of the FBCA.

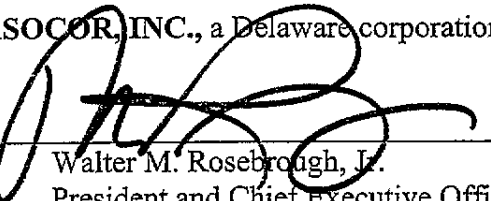
(signature page follows)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

VASOCOR, INC., a Florida corporation

By: 
Walter M. Rosebrough, Jr.
President and Chief Executive Officer

VASOCOR, INC., a Delaware corporation

By: 
Walter M. Rosebrough, Jr.
President and Chief Executive Officer

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