

K62785

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002633859--1
-09/08/98--01058--023
*****35.00 *****35.00

900002633859--1
-09/08/98--01058--024
*****70.00 *****70.00

RMS Medical Corp. and

Medi-First Systems Corp.

into:

Affirmed Medical, Inc.

98 SEP - 8 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanite

SEP - 8 1998

Merger
9-15-98
CC

RECEIVED
98 SEP - 8 PM 12:10
OFFICE OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

RMS MEDICAL CORP, a Florida corporation, K62785
MEDIFIRST, INC., a Florida corporation, P97000034149

INTO

AFFIRMED MEDICAL, INC., a California corporation not qualified in Florida.

File date: September 8, 1998

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1998

From C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: R.M.S. MEDICAL SUPPLY COMPANY
Ref. Number: K62785

We have received your document for R.M.S. MEDICAL SUPPLY COMPANY and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporation you have as one of the merging Florida corporation is not on file with our office. Is the name correct "Medi-First Systems Corp."? If the name is different, please correct and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

To: Cheryl Coulliette
Document Specialist

Letter Number: 998A00045804

*Please back-date
this filing to
9-8-98, when
it was received in
your office.*

*James,
Memo
222-1052*

*Pick up today
9-15-98*

**ARTICLES OF MERGER OF
RMS MEDICAL CORP., a Florida corporation
and MEDIFIRST, INC., a Florida corporation
into
AFFIRMED MEDICAL, INC., a California corporation**

Pursuant to the provisions of Section 606.1105 of the Florida Business Corporation Act the undersigned corporations adopt the following articles of merger for the purpose of merging RMS Medical Corp. and Medifirst, Inc. into Affirmed Medical, Inc.:

1. The names of the corporations which are parties to the within merger are RMS Medical Corp., Medifirst, Inc. and Affirmed Medical, Inc. Affirmed Medical, Inc., a California corporation, is the surviving corporation.

2. On the 31st day of August, 1998, the plan of merger attached hereto as Exhibit A was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida 1989 Business Corporation Act and the California General Corporation Law.

3. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
RMS Medical Corp	500	Common	500
Medifirst, Inc.	100	Common	100
Affirmed Medical, Inc.	1000	Common	1000

FILED
98 SEP -8 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
RMS Medical Corp.	500	-0-	Common	500	-0-
Medifirst, Inc.	100	-0-	Common	100	-0-
Affirmed Medical, Inc.	1000	-0-	Common	1000	-0-

Dated this 31st day of August, 1998.

RMS MEDICAL CORP.

By: 

Name: Melissa Schecter

Title: President

MEDIFIRST, INC.

By: 

Name: Melissa Schecter

Title: President

AFFIRMED MEDICAL, INC.

By: 

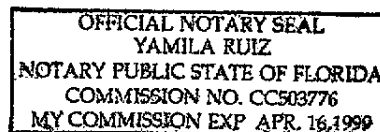
Name: David Pollak, Jr.

Title: Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 4 day of
September, 1998, by Melissa Schechter as President for **RMS MEDICAL CORP.** and
MEDFirst, Inc., respectively, who is personally known to me ___ OR
produced _____ as identification.

Yamila Ruiz
Notary Public, State of Florida at Large
My Commission Expires:
Seal or Stamp:



STATE OF OHIO)
) SS.
COUNTY HAMILTON)

The foregoing instrument was acknowledged before me this 31st day of August, 1998, by
David Pollak, Jr. as Vice President for **AFFIRMED MEDICAL, INC.**, who is personally
known to me.

Stephen M. Sager
Notary Public, State of Ohio
My Commission Expires: None



STEPHEN M. SAGER, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration
date. Section 147.03 O.R.C.

PLAN OF MERGER

DATE: August 31, 1998.

PARTIES: RMS Medical Corp., a Florida corporation
and
Medifirst, Inc., a Florida corporation
(collectively with RMS Medical Corp. the "Merging Corporations")

into

Affirmed Medical, Inc., a California corporation.
(Surviving Corporation)

SECTION 1. MERGER

On the Effective Date, the Merging Corporations shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporations shall cease, and both the Merging Corporations and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporations and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporations and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporations or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for either of the Merging Corporations.

SECTION 2. SHAREHOLDER APPROVAL

The Merging Corporations and the Surviving Corporation has each submitted this Plan of Merger to its shareholders and obtained unanimous approval in accordance with the Florida 1989 Business Corporation Act and the California General Corporation Law.

SECTION 3. EFFECTIVE DATE AND CLOSING

3.1 Effective Date. The merger of the Merging Corporations and the Surviving Corporation shall be effective (Effective Date) upon the filing of the Articles of Merger and this Plan of Merger, in accordance with the Florida 1989 Business Corporation Act and the California General Corporation Law.

3.2 Closing. The closing of this merger shall take place effective August 31, 1998 at the offices of Keating, Muething & Klekamp, P.L.L., 1800 Provident Tower, One East Fourth Street, Cincinnati, Ohio 45202 at 10:00 a.m., or at such other time, place or date as may be agreed upon by the Surviving Corporation and the Merging Corporations. At the time of the closing the Surviving Corporation and the Merging Corporations shall cause the Articles of Merger and this Plan of Merger to be filed with the Florida Secretary of State and the California Secretary of State.

SECTION 4. SHARES OF STOCK

4.1 Exchange of Shares. On the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporations, shall issue to the shareholders of the Merging Corporations shares of common stock in Surviving Corporation's parent company, Cintas Corporation, a Washington corporation, and cash, with an agreed upon aggregate fair market value of \$750,000 subject to adjustment as the parties hereto may agree.

4.2 Conversion of Shares. Upon the effectiveness of the Merger, by virtue of the Merger and without any further action on the part of the Merging Corporations or the Surviving Corporation, the outstanding shares of the Merging Corporations shall be converted into shares of Cintas Corporation common stock, in an amount set forth above. All outstanding shares of the Merging Corporations will be extinguished in the Merger.

4.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

SECTION 5. CORPORATION INCIDENTS

5.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

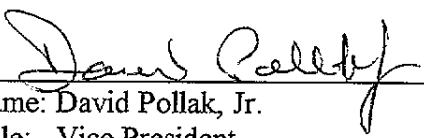
5.2 By-laws. The By-laws of the Surviving Corporation, as in effect immediately prior to the Effective date, shall be the By-laws of the Surviving Corporation following this merger.

5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

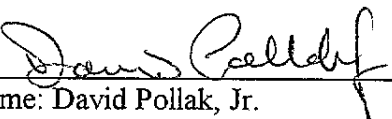
SECTION 6. INTENT

It is the intent of the parties that the Merger contemplated by this agreement shall constitute a pooling of interests for accounting purposes, and under the Florida 1989 Business Corporation Act and the California General Corporation Law and qualify as a tax-free corporate reorganization within the meaning of Internal Revenue Code Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended.

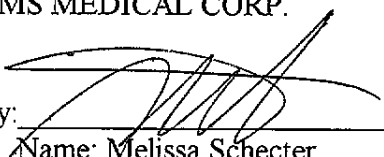
AFFIRMED MEDICAL, INC.

By: 
Name: David Pollak, Jr.
Title: Vice President

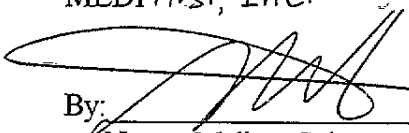
CINTAS CORPORATION

By: 
Name: David Pollak, Jr.
Title: Vice President

RMS MEDICAL CORP.

By: 
Name: Melissa Schechter
Title: President

MEDI First, Inc.

By: 
Name: Melissa Schechter
Title: President