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MERGER OR SHARE EXCHANGE

OMEGA SYSTEMS, INC

| | |
|-----------------------|---------|
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ARTICLES OF MERGER

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:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------|---------------------|
| Omega Systems, Inc. | Florida |

Second: The name and jurisdiction of the merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------|---------------------|
| LMRP, Inc. | Florida |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was approved and adopted by written consent of the sole shareholder of Omega Systems, Inc. on May 31, 2006, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Sixth: The Plan of Merger was approved and adopted by written consent of the sole shareholder of LMRP, Inc. on May 31, 2006, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Dated: May 31, 2006

OMEGA SYSTEMS, INC.

By: Joseph R. Dunham II
Name: Joseph R. Dunham II
Title(s): CFO

LMRP, INC

By: Joseph R. Dunham II
Name: Joseph R. Dunham II
Title(s): CFO

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Florida Statutes section 607.1101.

Surviving Corporation

The name and jurisdiction of the surviving corporation is Omega Systems, Inc., a Florida corporation ("Omega").

Merging Corporation

The name and jurisdiction of the merging corporation is LMRP, Inc., a Florida corporation ("LMRP").

Terms and Conditions of the Merger

The terms and conditions of the merger are as follows: LMRP shall be merged with and into Omega, and the separate existence of LMRP shall cease and Omega shall continue as the surviving corporation, a wholly-owned subsidiary of CareMedic Systems, Inc., a Delaware corporation.

Manner of Conversion

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property are as follows:

Each outstanding share of common stock of LMRP shall be converted into five (5) shares of common stock of Omega. Upon filing of the Articles of Merger (the "Effective Time"), the shares of capital stock of LMRP that are authorized shall be 1,000,000 and outstanding shall be 1,000.

The Amended and Restated Articles of Incorporation of the surviving corporation are amended hereto as Exhibit A.

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Dated: May 31, 2006

OMEGA SYSTEMS, INC.

By: Joseph R. Dunham II
Name: Joseph R. Dunham II
Title(s): CFO

LMRP, INC.

By: Joseph R. Dunham II
Name: Joseph R. Dunham II
Title(s): CFO

Signature Page to Plan of Merger

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Exhibit A

Amended and Restated Articles of Incorporation of Omega Systems, Inc.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OMEGA SYSTEMS, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Omega Systems, Inc., originally filed with the Secretary of State on September 25, 1989 and as amended by those articles of amendment filed with the Secretary of State on December 13, 2000, are hereby amended and restated in their entirety as follows:

ARTICLE ONE

The name of the corporation is Omega Systems, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Florida is 800 Carillon Parkway, St. Petersburg, Florida 33716. The name of the corporation's registered agent is Joseph R. Dunham, 800 Carillon Parkway, St. Petersburg, Florida 33716.

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE FOUR

The total number of shares which the corporation is authorized to issue is 1,000,000 shares of common stock, par value \$0.01 per share.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or outside the State of Florida, as the bylaws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws of the corporation so provide.

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ARTICLE EIGHT

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this **ARTICLE EIGHT** shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINE

The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE TEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

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These Amended and Restated Articles of Incorporation were adopted pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act by a unanimous written consent of the corporation's Board of Directors and a unanimous written consent of the shareholders of all of the corporation's issued and outstanding shares of Class A Common Stock, with the number of votes cast for these Amended and Restated Articles of Incorporation in each case being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of this 31st day of May, 2006.

OMEGA SYSTEMS, INC.

By:

Joseph R. Dunham II

Name:

Joseph R. Dunham II

Title:

CFO

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