

L22921

FILED
01 APR 18 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Mednext, Inc. Merging into: Medtronic Sofamor Danek, Inc.

0

500004015595-13
-04/18/01--01059--010
*****70.00 *****70.00

merger

RECEIVED
01 APR 18 AM 11:36
DIVISION OF CORPORATION

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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		

Name _____
Availability _____
Document _____
Examiner RR
Updater RR
Verifier _____
W.P. Verifier _____

4/18/01

Order#: 4070082

Ref#: _____

Amount: \$ _____

cjc
File
2nd

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDNEXT INC., a Florida corporation L22921
,

INTO

MEDTRONIC SOFAMOR DANEK, INC., an Indiana entity not qualified in
Florida.

File date: April 18, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
MERGING
MEDNEXT, INC.
INTO
MEDTRONIC SOFAMOR DANEK, INC.**

FILED
01 APR 18 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned corporation hereby executes the following Articles of Merger:

FIRST: Attached hereto as Exhibit A are resolutions containing a Plan of Merger providing for the merger of Mednext, Inc., a Florida corporation, into Medtronic Sofamor Danek, Inc., an Indiana corporation and the surviving corporation.

SECOND: The resolutions attached hereto as Exhibit A were adopted by the Board of Directors of Medtronic Sofamor Danek, Inc. on April 2, 2001. Approval of the merger by the shareholders of Mednext, Inc. and Medtronic Sofamor Danek, Inc. was not required.

THIRD: Medtronic Sofamor Danek, Inc. owns 100% of the outstanding shares of Mednext, Inc.

IN WITNESS WHEREOF, the undersigned, being the Vice President of the surviving corporation, executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, this 16th day of April, 2001.



Carmen Diersen, Vice President

EXHIBIT A

Approval of Plan of Merger

RESOLVED, that the following Plan of Merger of Mednext, Inc. into Medtronic Sofamor Danek, Inc. is hereby declared advisable, adopted and approved:

1. Medtronic Sofamor Danek, Inc., as the owner of 100% of the outstanding shares of Mednext, Inc., shall merge Mednext, Inc. into Medtronic Sofamor Danek, Inc. in accordance with the provisions of Section 23-1-40-4 of the Indiana Code and Section 607.1104 of the Florida Business Corporation Act.

2. In connection with such merger, Medtronic Sofamor Danek, Inc., as the surviving corporation, shall assume all of the obligations of Mednext, Inc. outstanding at the effective time of the merger.

3. The shares of Mednext, Inc. shall not be converted into shares of Medtronic Sofamor Danek, Inc. but shall, at the effective time of the merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.

4. The effective time of the merger herein provided for shall be the later of (i) the date of filing of Articles of Merger with the Secretary of State of Indiana and (ii) the date of filing Articles of Merger with the Secretary of State of Florida.

FURTHER RESOLVED, that the officers of the Company be and hereby are authorized and directed to execute Articles of Merger embodying the foregoing Plan, to cause the same to be filed in the manner required by law, and to take such other action and execute and deliver such other documents and instruments as may be necessary to effect such merger.