



L32993

ACCOUNT NO. : 072100000032

REFERENCE : 651899 7204757

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 120.00

ORDER DATE : September 26, 2001

ORDER TIME : 2:14 PM

ORDER NO. : 651899-010

CUSTOMER NO: 7204757

100004612701--4

CUSTOMER: Ms. Kim Blankenship
Matria Healthcare, Inc.
Suite 1200
1850 Parkway Place
Marietta, GA 30067

*effective date
Oct. 1, 2001*

ARTICLES OF MERGER

GAINOR MEDICAL INTERNATIONAL
LLC

INTO

SHARED CARE, INC.

FILED
SEP 26 AM 8:40
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norman

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS:

01 SEP 26 PM 3:09

RECEIVED

*JP
10-27-01*

ARTICLES OF MERGER
Merger Sheet

MERGING:

GAINOR MEDICAL INTERNATIONAL, LLC, A NON-QUALIFIED GEORGIA
ENTITY

GAINOR MEDICAL DIRECT, LLC, A NON-QUALIFIED GEORGIA ENTITY

A.R. MEDICAL SUPPLIES, INC., L32993 A FLORIDA ENTITY

INTO

SHARED CARE, INC., entity not qualified in Florida.

File date: September 26, 2001, effective October 1, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 120.00

01 SEP 26 AM 8:44
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ATTORNEY
AND
FILED

EXECUTED COPY

ARTICLES OF MERGER
OF
GAINOR MEDICAL INTERNATIONAL, L.L.C., --
GAINOR MEDICAL DIRECT, L.L.C.
AND
A.R. MEDICAL SUPPLIES, INC.
INTO
SHARED CARE, INC.

Pursuant to the provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act, the undersigned adopt the following Articles of Merger:

1. The names and domestic states of the companies participating in the merger are as follows:

Gainor Medical International, LLC, a Georgia limited liability company,
Gainor Medical Direct, LLC, a Georgia limited liability company,
A.R. Medical Supplies, Inc., a Florida corporation; *L 38993*
(collectively hereinafter referred to as "Dormant Companies"),
and Shared Care, Inc., a Georgia corporation (the "Surviving Corporation").

2. The name of the surviving corporation (the "Surviving Corporation") in the Merger is Shared Care, Inc.

3. No amendments to the articles of incorporation of the Surviving Corporation are being effected as a result of the Merger.

4. Annexed hereto and made a part hereof is the Plan of Merger (the "Plan") for merging the Dormant Companies with and into the Surviving Corporation.

5. The shareholders of the Surviving Corporation and the shareholders or members of the Dormant Companies entitled to vote on the aforesaid Plan approved and adopted the Plan by written consent on September 20, 2001, in accordance with the provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act.

6. The effective date of the merger shall be October 1, 2001.

01 SEP 20 AM 8:14
SECRETARY OF STATE
OFFICE OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger as of this 21st day of September, 2001.

GAINOR MEDICAL INTERNATIONAL, LLC

By Frank D. Powers
Frank D. Powers, President

GAINOR MEDICAL DIRECT, LLC

By Frank D. Powers
Frank D. Powers, President

A.R. MEDICAL SUPPLIES, INC.

By Frank D. Powers
Frank D. Powers, President

SHARED CARE, INC.

By Parker H. Petit
Parker H. Petit, President and Chief
Executive Officer

01 SEP 26 AM 8:44
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OFFICE OF STATE
ATTORNEY GENERAL
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") is made and entered into this 21st day of September, 2001, by and among Shared Care, Inc., a Georgia corporation ("Shared Care"), and Gainor Medical International, LLC, a Georgia limited liability company, Gainor Medical Direct, LLC, a Georgia limited liability company, and A.R. Medical Supplies, Inc., a Florida corporation (collectively, the "Dormant Companies").

BACKGROUND:

A. Shared Care and the Dormant Companies are wholly-owned subsidiaries of Matria Healthcare, Inc.

B. The parties hereto desire to merge the Dormant Companies with and into Shared Care upon the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE 1 THE MERGER

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.2 hereof), the Dormant Companies shall be merged with and into Shared Care, which shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the separate existence of the Dormant Companies shall thereupon cease. The name of the Surviving Corporation shall remain "Shared Care, Inc." The Merger shall have the effects set forth in Section 14-2-1106 of the Georgia Business Corporation Code (the "Georgia Code") and Section 607.1106 of the Florida Business Corporation Act (the "Florida Act").

1.2 Effective Time. The Merger shall become effective (the "Effective Time") on October 1, 2001.

ARTICLE 2 THE SURVIVING CORPORATION

2.1 Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of Shared Care in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers and Directors. The officers and directors of Shared Care immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation at and after the Effective Time and shall serve in such capacities until their respective successors are duly elected and qualified.

ARTICLE 3 CONVERSION OF SHARES

3.1 Shared Care Shares. At the Effective Time, each share of Shared Care issued and outstanding on the effective date of the Merger, shall thereupon, without further action, become one share of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

3.2 Cancellation of the Dormant Companies' Shares. All authorized, issued and outstanding shares of and interests in the Dormant Companies, and all rights in respect thereof, shall be canceled at the Effective Time, and the certificates representing such shares shall be surrendered and canceled.

ARTICLE 4 APPROVAL

4.1 Shareholder/Member Approval. The consummation of the Merger was approved by the sole shareholder of Shared Care and the sole shareholder or sole member of each of the Dormant Companies pursuant to the provisions of the Georgia Code and the Florida Act.

ARTICLE 5 MISCELLANEOUS

5.1 Notices. All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service as set forth below:

If to Shared Care:

Shared Care, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
Attention: General Counsel

If to the Dormant Companies:

c/o Matria Healthcare, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
Attention: General Counsel

5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hereof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by both parties hereto.

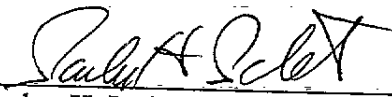
5.3 Binding Effect. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

SHARED CARE, INC.

By 
Parker H. Petit, President

THE DORMANT COMPANIES

By 
Frank D. Powers, President

APPROVED
AND
FILED
01 SEP 26 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA