

**CORPORATE  
ACCESS,  
INC.**

**L99 00000 1627**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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*Articles of Merger*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 29 PM 4: 12

1.) Duracare Medical Equipment, LC.  
(CORPORATE NAME & DOCUMENT #)

500002821295--4  
-03/29/99--01034--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

500002821295--4  
-03/30/99--01003--009  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

*"When you need ACCESS to the world"*  
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*7/15*  
*2/28/99*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 29, 1999

corporate access

SUBJECT: DURACARE MEDICAL EQUIPMENT, L.C.  
Ref. Number: L99000001627

*Corrected*  
*3/29/99*  
*(Signature)*

We have received your document for DURACARE MEDICAL EQUIPMENT, L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file the merger is \$87.50.

The plan of merger must contain the terms and conditions of the merger.

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 52.50

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 899A00015670

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**Articles of Merger**

L99-1627

L92642

Pursuant to Sections 607.1108 and 608.438, Florida Statutes, **Duracare Medical Equipment, L.C.**, a Florida limited liability company (referred to herein as "Duracare") and **Winnie Walker, Inc.**, a Florida corporation (referred to herein as "Winnie Walker"), do hereby adopt the following Articles of Merger merging Winnie Walker into Duracare.

SURVIVOR

Preliminary Statement

Duracare has, on this date, acquired all of the issued and outstanding shares of stock of Winnie Walker. The following plan of merger has been approved by the Members and Manager of Duracare and by the sole shareholder and directors of Winnie Walker. The terms and conditions of the merger are set forth below.

Plan of Merger

1. **The Merger.** Pursuant to Sections 607.1108 and 608.438, Florida Statutes, Winnie Walker shall, on the Effective Date, be merged with and into Duracare.
2. **Effective Date.** The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida. The date upon which the merger shall become effective is referred to herein as the "Effective Date". The separate existence of Winnie Walker shall cease on the Effective Date.
3. **Surviving Entity.** Duracare shall be the entity surviving the merger (the "Surviving Entity") and shall continue its existence and remain a Florida limited liability company governed by and subject to the laws of the State of Florida. The identity, existence, purposes and powers of Duracare shall continue unaffected and unimpaired by the merger.
4. **Articles of Organization.** The Articles of Organization of Duracare which are in effect as of the Effective Date will remain, in all respects, the Articles of Organization of the Surviving Entity, without any modification or amendment by this merger.
5. **Regulations.** The Regulations of Duracare which are in effect as of the Effective Date will remain, in all respects, the Regulations of the Surviving Entity, without any modification or amendment by this Merger.
6. **Manager.** The Manager of Duracare, who is in office as of the Effective Date, will remain the Manager of the Surviving Entity, retaining his position and term of office. The Manager of the Surviving Entity is:

Bruce C. Russell  
1411 SE 10<sup>th</sup> Street  
Cape Coral, Florida 33990

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7. Conversion of Shares. Duracare shall surrender for cancellation all of the issued and outstanding shares of stock of Winnie Walker.
8. Percentage Interests in Surviving Entity. The Percentage Interests of the Members of Duracare shall be unaffected and unimpaired by the merger.
9. Assets and Liabilities. All property, whether real, personal or mixed, and all debts due to Winnie Walker, and every other interest of or belonging to Winnie Walker shall be deemed transferred to and vested in Duracare as of the Effective Date without further act or deed. All property and every other interest shall thereafter be the property of Duracare, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in Winnie Walker shall be vested in Duracare, and shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of Winnie Walker or Duracare shall be preserved unimpaired and any debts, liabilities, obligations and duties of Winnie Walker shall attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity. Any action or proceeding pending by or against either Winnie Walker or Duracare may be prosecuted to judgment as if the merger had not taken place or the Surviving Entity may be substituted in place of Winnie Walker. Any debts owing by either Winnie Walker to Duracare, or by Duracare to Winnie Walker, shall be canceled and discharged in full by the merger.
10. Further Actions. The Manager of Duracare, as the Surviving Entity, is hereby authorized, at any time after the Effective Date, to execute and deliver any deed or other document and to take such further action which may be necessary or appropriate in the name and on behalf of either Winnie Walker or Duracare in order to carry out and effectuate the intent and purpose of this merger.

In Witness Whereof, the undersigned have caused these Articles of Merger to be duly executed by their respective authorized officers.

Winnie Walker, Inc.

By: *Bruce C. Russell*  
 Bruce C. Russell,  
 President

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Duracare Medical Equipment, L.C.

By: *Bruce C. Russell*  
 Bruce C. Russell  
 Manager

State of Florida

County of Lee

The foregoing instrument was acknowledged before me this 26 day of March, 1999, by Bruce C. Russell, as President of Winnie Walker, Inc., a Florida corporation. He () is personally known to me or ( ) has produced NIA as identification.

Gregg Struxton

Notary Public, State of Florida

Print Name:

My commission expires:

OFFICIAL NOTARY SEAL  
GREGG S TRUXTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC649729  
MY COMMISSION EXP. MAY 21, 2001

State of Florida

County of Lee

The foregoing instrument was acknowledged before me this 26 day of March, 1999, by Bruce C. Russell, as Manager of Duracare Medical Equipment, L.C., a Florida limited liability company. He () is personally known to me or ( ) has produced NIA as identification.

Gregg Struxton

Notary Public, State of Florida

Print Name:

My commission expires:

OFFICIAL NOTARY SEAL  
GREGG S TRUXTON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC649729  
MY COMMISSION EXP. MAY 21, 2001

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99 MAR 29 PM 4: 12

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WINNIE WALKER, INC. A FLORIDA CORPORATION

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into

**DURACARE MEDICAL EQUIPMENT, L.C.,** a Florida corporation  
L99000001627

File date: March 29, 1999

Corporate Specialist: Tammi Cline