

M72645



**GAMBRO**

Legal Department

Delivery Address  
1209 Quail Street  
Lakewood, CO 80215

FILED  
99 DEC 13 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/99

Office Use Only

**CORPORAT**

NUMBER(S), (if known):

1. \_\_\_\_\_ (Document #) \_\_\_\_\_

2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_  
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3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

*Menger*  
V. SHEPARD DEC 23 1999

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GAMBRO HEALTHCARE OF FLORIDA, INC., a Florida corporation, M72645  
,

INTO

**GAMBRO HEALTHCARE PATIENT SERVICES, INC.,** a Tennessee  
corporation not qualified in Florida.

File date: December 13, 1999, effective December 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
GAMBRO HEALTHCARE OF FLORIDA, INC.  
AND

GAMBRO HEALTHCARE PATIENT SERVICES, INC.

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To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Gambro Healthcare of Florida, Inc. with and into Gambro Healthcare Patient Services, Inc. as approved by the Board of Directors of Gambro Healthcare of Florida, Inc. on December 1, 1999 and adopted at a meeting by the Board of Directors of Gambro Healthcare Patient Services, Inc. on December 1, 1999.


2. The merger of Gambro Healthcare of Florida, Inc. with and into Gambro Healthcare Patient Services, Inc. is permitted by the laws of the jurisdiction of organization of Gambro Healthcare Patient Services, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Gambro Healthcare Patient Services, Inc. was December 1, 1999.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be at midnight on December 31, 1999.

Executed on December 9, 1999.

GAMBRO HEALTHCARE OF FLORIDA, INC.

By:   
Name: Lynn N. Meyer  
Capacity: Assistant Secretary

GAMBRO HEALTHCARE PATIENT SERVICES,  
INC.

By:   
Name: Lynn N. Meyer  
Capacity: Assistant Secretary

## PLAN OF MERGER

"1. Gambro Healthcare Patient Services, Inc. , which is a business corporation of the State of Tennessee and is the parent corporation and the owner of all of the outstanding shares of Gambro Healthcare of Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Gambro Healthcare of Florida, Inc. into Gambro Healthcare Patient Services, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Gambro Healthcare Patient Services, Inc.

"2. The separate existence of Gambro Healthcare of Florida, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Gambro Healthcare Patient Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Gambro Healthcare of Florida, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. Gambro Healthcare Patient Services, Inc. is the owner of all of the issued shares of Gambro Healthcare of Florida, Inc., and Gambro Healthcare Patient Services, Inc. waived the mailing of a copy of the Plan of Merger.

"5. The Board of Directors and the proper officers of Gambro Healthcare Patient Services, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."