

M94245  MiniMed®

December 29, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, FL 32399

400003085064--4
-12/30/99--01084--015
*****70.00 *****70.00

Re: Articles of Merger

mini med Medical Supply, Inc. NOV

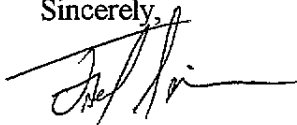
Dear Sir/Madame:

For filing with the Florida Department of State, Division of Corporations, I have enclosed an original and two copies of "Articles of Merger" including a check for the filing fee in the amount of \$70.00.

We ask that you file the original "Articles of Merger" and return two conformed copies of the same in the self-addressed stamped envelope. Please note that pursuant to the Agreement and Plan of Merger attached to the Articles of Merger as Exhibit A, the merger is to be effective as of December 31, 1999. We therefore, request that you file the "Articles of Merger" no later than December 31, 1999.

Thank you for your assistance. Please give me a call at 1-800-933-3322 Ext. 3519 if you have any questions.

Sincerely,



Frank Saidara
Corporate Counsel

Enclosures

*Merger
7-11-00
BKT*

FILED
00 JUN 28 PM 12:18
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



February 8, 2000

Mr. Doug Spitler
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Diabetix Depot, Inc.
Your Ref. Number: L77588

Dear Mr. Spitler:

I am in receipt of your letter dated January 13, 2000. Your letter indicated that you could find no record of the entity named in our merger documents. You requested that we provide you with documentation supporting that this entity is registered with the Division of Corporations.

Our original letter to the Division of Corporations attached Articles of Merger and other supporting documents required under Florida Law, in order to effect a merger of Diabetix Depot, Inc. with MiniMed Medical Supply, Inc. The Merger was to be effective December 31, 1999.

Enclosed herein as Attachment A is a copy of correspondence received from the Division of Corporations confirming that Amended and Restated Articles of Incorporation for Diabetix Depot, Inc. were filed on January 29, 1998.

MiniMed Medical Supply, Inc. was formerly Home Medical Supply, Inc. The name change became effective on December 6, 1999. Enclosed herein as Attachment B is a copy of correspondence received from the Division of Corporations confirming that Articles of Incorporation for Home Medical Supply, Inc. which changed its name to MiniMed Medical Supply, Inc. were filed on December 6, 2000. The correspondence from the Division of Corporations also attached a certificate which states that MiniMed Medical Supply, Inc. is a corporation organized under the laws of the State of Florida, filed on August 15, 1988.

Pursuant to your request, enclosed herein as Attachment C is a copy of your correspondence with all of its attachments.



As you have already received the required filing fees and this letter provides documentation that both Diabetix Depot, Inc. and MiniMed Medical Supply, Inc. are registered with the Division of Corporations, I will assume that the Articles of Merger will be filed in such manner that the merger will be effective as December 31, 1999.

If you have any questions, please call me directly at (800) 933-3322, Ext. 3519.
Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Frank Saidara", written over a horizontal line.

Frank Saidara
Corporate Counsel

Enclosures

CC: Eric Geismar (w/o enclosures)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 2000

MINIMED
ATTN: FRANK SAIDARA
12744 SAN FERNANDO ROAD
SYLMAR, CA 91342-3728

SUBJECT: DIABETIX DEPOT, INC.
Ref. Number: L77588

We have received your document for DIABETIX DEPOT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 300A00001959

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DIABETIX DEPOT, INC., a Florida corporation, L77588

INTO

MINIMED MEDICAL SUPPLY, INC., a Florida entity, M94245.

File date: June 28, 2000

Corporate Specialist: Doug Spitler

FILED
00 JUN 28 PM 12:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of the Florida General Corporations Act, MiniMed Medical Supply, Inc., a Florida Corporation (the "Corporation"), hereby submits the following statements:

1. The name of the surviving corporation shall be MiniMed Medical Supply, Inc. ("Surviving Corporation"). Diabetix Depot, Inc., a Florida corporation ("Disappearing Corporation") shall merge with and into the Surviving Corporation.
2. The terms and conditions of the merger are set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.
3. The Agreement and Plan of Merger, attached hereto as Exhibit A, was duly approved by the board of directors and the sole shareholder of the Surviving Corporation (the Surviving Corporation) on December 28, 1999, in accordance with the applicable provisions of the Florida General Corporations Act.
4. The Agreement and Plan of Merger, attached hereto as Exhibit A, was duly approved by the board of directors and the sole shareholder of the Disappearing Corporation on December 28, 1999 in accordance with the applicable provisions of the Florida General Corporations Act.
5. The outstanding shares of the Disappearing Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
6. The effect and the effective date of the merger are as set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

IN WITNESS WHEREOF, this Articles of Merger is executed on December 29, 1999.

MiniMed Medical Supply, Inc.,
a Florida Corporation

By: Eric S. Kentor
Eric S. Kentor, Secretary

Diabetix Depot, Inc.,
a Florida Corporation

By: Eric S. Kentor
Eric S. Kentor, Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of December 29, 1999, is entered into by and between MiniMed Medical Supply, Inc., a Florida corporation ("Surviving Corporation") and Diabetix Depot, Inc., a Florida corporation ("Disappearing Corporation").

ARTICLE I THE MERGER

Section 1.1. The Merger. In accordance with the provisions of this Agreement and Plan of Merger, at the Effective Date (as determined pursuant to Section 1.4 hereof), Disappearing Corporation shall be merged with and into the Surviving Corporation and the separate corporate existence of the Disappearing Corporation shall cease. Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall continue to be "MiniMed Home Supply, Inc."

Section 1.2. Articles of Incorporation and Bylaws. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall continue to be the Articles of Incorporation of the Surviving Corporation immediately after the Effective Date. Furthermore, the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall continue to be the Bylaws of the Surviving Corporation immediately after the Effective Date.

Section 1.3 Directors and Officers. The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue to be the directors and officers, respectively, of the Surviving Corporation immediately after the Effective Date.

Section 1.4 Effect and Effective Date. The effective date of the Merger shall be December 31, 1999. The effect of the Merger shall be as prescribed by law.

ARTICLE II SHARES

Section 2.1 Shares of Disappearing Corporation. The outstanding shares of the Disappearing Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

Section 2.2 Shares of Surviving Corporation. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

ARTICLE III
MISCELLANEOUS

Disappearing Corporation shall from time to time, as and when requested by Surviving Corporation execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

MINIMED MEDICAL SUPPLY, INC.,
a Florida corporation

By: Eric S. Kentor
Eric S. Kentor, Secretary

DIABETIX DEPOT, INC.,
a Florida corporation

By: Eric S. Kentor
Eric S. Kentor, Secretary