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ALAN S. GASSMAN, P.A.

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Florida Department of State  
Division of Corporations  
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Account Name : GASSMAN & CONETTA, P.A.  
Account Number : 075350000514  
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MERGER OR SHARE EXCHANGE

BAYONET POINT OXYGEN SERVICES OF FLORIDA, INC.

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DIVISION OF CORPORATIONS

Audit Fax #: H00000042119 8**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.432, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BAYONET POINT OXYGEN SERVICES, L.L.C. Florida 13910 Fivay Road Suite 18 Hudson, FL 34667		Limited Liability Company

Florida Document/Registration No.:	FEI Number:
L00000003497	59-3635835

SECOND: the exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BAYONET POINT OXYGEN SERVICES OF FLORIDA, INC. 5011 Westshore Drive New Port Richey, FL 34652	Florida	Corporation

Florida Document/Registration No.:	FEI Number:
P000000075638	59-3662942

Alan S. Gassman, Esquire  
1245 Court Street Suite 102  
Clearwater, FL 33756  
(727) 442-1200  
Florida Bar # 371750

ARTICLES OF MERGER OF BAYONET POINT OXYGEN SERVICES, L.L.C.  
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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, Partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a General Partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 608.4384, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership for the regulations were articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

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TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

AUTHORIZED REPRESENTATIVE OF  
MEMBER BAYONET POINT OXYGEN  
SERVICES, L.L.C.

Merging Party

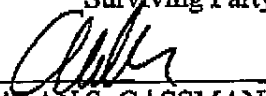
  
ALAN S. GASSMAN

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AUTHORIZED REPRESENTATIVE OF  
BAYONET POINT OXYGEN SERVICES OF  
FLORIDA, INC.

Surviving Party

  
ALAN S. GASSMAN

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ARTICLES OF MERGER OF BAYONET POINT OXYGEN SERVICES, L.L.C.  
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Audit Fax #: H00000042119 8**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.431, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BAYONET POINT OXYGEN SERVICES, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BAYONET POINT OXYGEN SERVICES OF FLORIDA, INC.	Florida

THIRD: The term and conditions of the merger are as follows:

The ownership of the merging party and surviving party are identical. The merging party shall merge into the surviving party, and the ownership of the surviving party shall be unchanged.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

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PLAN OF MERGER  
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The ownership of the merging party and the surviving party are identical, no conversion is necessary.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no outstanding rights to acquire interest, shares, obligations or mergers of the merging party.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the General Partner(s) are as follows (note: if the General Partner is not an individual, insert Florida Document/Registration Number):

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, were incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

J:\W\WEINER\Merger LLC to Corp\Plan of Merger.1.wpd  
:ent 8-9-00

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PLAN OF MERGER  
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ARTICLES OF MERGER  
Merger Sheet

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BAYONET POINT OXYGEN SERVICES, L.L.C. a florida entity, L00000003497

INTO

BAYONET POINT OXYGEN SERVICES OF FLORIDA, INC., a Florida entity,  
P00000075638.

File date: August 10, 2000

Corporate Specialist: Tammi Cline