

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P01000034044

FILED
2001 NOV 14 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 11-14-01

REF. #: 000377. 3233

CORP. NAME: MedServ Transaction Corp.
merging into MedServ International, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

RECEIVED
01 NOV 14 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

600004678946-1
-11/14/01-01041-026
*****78.75 *****78.75

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

C. Coulliette NOV 14 2001

ARTICLES OF MERGER
OF
MEDSERV TRANSACTION CORP.
AND
MEDSERV INTERNATIONAL, INC.

FILED
2001 NOV 14 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MedServ Transaction Corp. with and into MedServ International, Inc.

2. The sole shareholders of MedServ Transaction Corp. approved and adopted the Plan of Merger by written consent given on November 14, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of MedServ Transaction Corp. with and into MedServ International, Inc. is permitted by the laws of the jurisdiction of organization of MedServ International, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of MedServ International, Inc. was November 14, 2001.

4. The effective time and date of the merger herein provided for in the State of Florida shall be ___ on November 14, 2001.

Executed on November 14, 2001.

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDSERV TRANSACTION CORP., a Florida corporation, P01000034044

INTO

MEDSERV INTERNATIONAL, INC., a Maryland entity not qualified in Florida

File date: November 14, 2001


Corporate Specialist: Cheryl Coulliette

MEDSERV TRANSACTION CORP.
By:

Name: _____

Capacity:

MEDSERV INTERNATIONAL, INC.
By:

L. Fond Koo 
Name: _____

Capacity: President

MEDSERV TRANSACTION CORP.

By:

By: Melvin Levinson, MD
Name: Melvin Levinson, MD

Name: Melvin Levinson, MD

Capacity: President

MEDSERV INTERNATIONAL, INC.

By:

Name: _____

Capacity:

PLAN OF MERGER adopted on November 14, 2001 by resolution of the Board of Directors of MedServ Transaction Corp., a business corporation organized under the laws of the State of Florida, and adopted on November 14, 2001 by resolution of the Board of Directors of MedServ International, Inc., a business corporation organized under the laws of the State of Maryland. The names of the corporations planning to merge are MedServ Transaction Corp., a business corporation organized under the laws of the State of Florida, and MedServ International, Inc., a business corporation organized under the laws of the State of Maryland. The name of the surviving corporation into which MedServ Transaction Corp. plans to merge is MedServ International, Inc.

1. MedServ Transaction Corp. and MedServ International, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of MedServ International, Inc. be merged with and into a single corporation, to wit, MedServ International, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of MedServ Transaction Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers of MedServ Transaction Corp. shall become the directors and officers of MedServ International at and as of the effective time and date of the merger (retaining their respective positions and term of office).

5. At and as of the effective date of the merger, (i) 880.56 shares of MedServ International, Inc. shall be converted into the right to receive cash plus certain subordinated notes issued by MedServ Acquisition, LLC, and (ii) 125.8 shares of MedServ International owned by MedServ Acquisition, LLC, shall be cancelled. Each issued and outstanding share of stock of MedServ Transaction Corp. shall, upon the effective date of the merger, be converted into one share of stock of MedServ International, Inc.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-

surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Maryland, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.