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NRAI CORPORATE SERVICES, INC

NO. 8338

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**MERGER OR SHARE EXCHANGE**  
**UHS Surgical Services, Inc.**

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF MERGER**  
**OF**  
**SURGICAL LASER SOLUTIONS, INC.**  
**(A Florida corporation)**  
**INTO AND WITH**  
**UHS SURGICAL SERVICES, INC.**  
**(A Delaware corporation)**

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The undersigned, UHS Surgical Services, Inc., a Delaware corporation ("Parent"), and Surgical Laser Solutions, Inc., a Florida corporation ("Subsidiary"), acting in accordance with the provisions of the Florida Business Corporation Act do hereby file these Articles of Merger, and do hereby certify as follows:

1. The name and jurisdiction of organization of each constituent corporation is as follows: UHS Surgical Services, Inc., a Delaware corporation ("Parent"), and Surgical Laser Solutions, Inc., a Florida corporation ("Subsidiary").
2. A Plan and Agreement of Merger, a true and complete copy of which is attached hereto as Exhibit A, has been adopted by Parent effective as of January 1, 2012 as permitted by Delaware Statutes, Section 253, and Florida Statutes, Section 607.1104.
3. Approval of the owners of Parent was not required. Parent owns 100% of the capital stock of Subsidiary, and Parent has approved the merger on behalf of Subsidiary.
4. The effective date of the merger shall be the date these Articles of Merger are filed in Delaware as required by law.
5. The address of the principal office of Parent in Delaware is: 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Parent hereby agrees that Parent is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders, if any, of each Florida domestic corporation that is a party to the merger. The Parent has agreed to promptly pay to the dissenting shareholders, if any, of each Florida domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Florida Statutes, Section 607.1302.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger effective as of January 1, 2012.

SURGICAL LASER SOLUTIONS, INC.

By:

Its:

GARY D. BLACKFORD

SALE DIRECTOR

UHS SURGICAL SERVICES, INC.

By:

Its:

GARY D. BLACKFORD

SALE DIRECTOR

**EXHIBIT A****PLAN AND AGREEMENT OF MERGER  
OF  
SURGICAL LASER SOLUTIONS, INC.  
INTO AND WITH  
UHS SURGICAL SERVICES, INC.**

This Plan and Agreement of Merger ("Plan"), is made by and between UHS Surgical Services, a Delaware corporation ("Parent"), and Surgical Laser Solutions, Inc., a Florida corporation ("Subsidiary").

**WHEREAS**, Parent is the record and equitable owner of all of the issued and outstanding shares of capital stock of Subsidiary; and

**WHEREAS**, the Board of Directors of Parent believe that it will be in the best interest of Parent and Subsidiary for Subsidiary to be merged into Parent; and

**WHEREAS**, the Merger is intended to qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended.

**NOW, THEREFORE**, in consideration of the mutual undertakings hereinafter set forth, Parent and Subsidiary agree as follows:

1. **Merger.** At the effective date of the merger (as defined in paragraph 9 hereof), Subsidiary shall be merged with and into Parent, the separate existence of Subsidiary shall cease and Parent shall continue in existence as the surviving corporation and, without any further act or other transfer, shall succeed to and possess all of the properties, assets, rights, privileges, powers, franchises and immunities, whether of a public or private nature, and shall be subject to all debts, liabilities, obligations, restrictions, disabilities and duties of Subsidiary, all without further act or deed, as provided under the General Corporation Law of Delaware.

2. **Surviving Corporation.** Parent shall be the surviving corporation. The name of the surviving corporation shall continue to be "UHS Surgical Services, Inc." The surviving corporation shall be authorized to file assumed name registrations to conduct business under the trade names "Surgical Laser Solutions" and "SLS" and such other similar trade names as the officers shall appropriate.

3. **Governing Law.** The laws which are to govern the surviving corporation are the laws of the State of Delaware.

4. **Articles of Incorporation.** The Certificate of Incorporation of Parent as of the effective date of the merger shall remain unchanged by the merger and shall be the Certificate of Incorporation of the surviving corporation.

5. **Bylaws.** The Bylaws of Parent as of the effective date of the merger shall remain unchanged by the merger and shall be the Bylaws of the surviving corporation.

6. **Directors and Officers.** The Directors and Officers of Parent as of the effective date of the merger shall continue as the Directors and Officers of the surviving corporation until their respective successors are duly elected and qualified.

7. **Subsidiary Capital Stock.** Each share of capital stock of Subsidiary which is issued and outstanding as of the effective date of the merger shall be cancelled as of the effective date of the merger.

8. **Parent's Capital Stock.** Each share of capital stock of Parent which is issued and outstanding as of the effective date of the merger shall remain issued and outstanding and shall be unaffected by the merger.

9. **Effective Date of Merger.** As of the effective date of the merger, the separate existence of Subsidiary shall cease and Subsidiary shall be merged into and with Parent. The merger shall be effective when the Certificate of Ownership and Merger are filed with the Delaware Secretary of State as required by law.

10. **Board Approval.** This Plan has been approved by the affirmative vote of a majority of the Directors of Parent pursuant to Section 253 of the General Corporation Law of Delaware. There are no shareholders of Subsidiary other than Parent.

11. **No Dissenter's Rights.** Since all of the shares of capital stock of Subsidiary are owned by Parent, and Parent has approved the merger, there are no shareholders that would be entitled to dissent from the merger pursuant to Florida Statutes, Section 607.1321 or that would be entitled, if they complied with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.