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MERGER OR SHARE EXCHANGE
Hyperbaric & Woundcare, Inc.

Certificate of Status	0
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STATE OF FLORIDA SECRETARY OF STATE
TALLAHASSEE FLORIDA
ARTICLES OF MERGER

OF

WOUNDCARE NEWCO, INC.
a Florida corporation

INTO

HYPERBARIC & WOUNDCARE, INC.
a Florida corporation

Pursuant to Florida Statutes Section 607.1105, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and Sole Shareholder of HYPERBARIC & WOUNDCARE, INC., a Florida corporation ("Surviving Entity") on December 22nd, 2011 and by the Board of Directors and Sole Shareholder of WOUNDCARE NEWCO, INC.

SECOND: The Effective Date and Time of these Articles of Merger shall be upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 22nd day of December 2011.

SURVIVING CORPORATION:

HYPERBARIC & WOUNDCARE, INC.

By: [Signature]
Ravindra Patel, President and CEO

MERGING CORPORATION:

WOUNDCARE NEWCO, INC.

By: [Signature]
Ravindra Patel, President

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of this 22nd day of December 2011, by and between HYPERBARIC & WOUNDCARE, INC., a Florida corporation ("H&W"), and WOUNDCARE NEWCO, INC., a Florida corporation ("Newco").

WITNESSETH:

WHEREAS, Newco desires to merge with and into H&W, with H&W being the surviving corporation (the "Merger"), and H&W's corporate existence as a continuing corporation under the laws of the State of Florida will not be affected in any manner by reason of the merger except as set forth herein.

WHEREAS, the Board of Directors and Sole Shareholder of H&W have determined that it is advisable and in the best interests of H&W that Newco be merged into H&W, on the terms and conditions set forth in accordance with §607.1101 of the Florida Statutes, and the Board of Directors and Sole Shareholder of Newco has determined that it is advisable and in the best interests of Newco that Newco be merged into H&W, on the terms and conditions set forth in accordance with §607.1101 of the Florida Statutes

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" means the date of filing with the Florida Department of State.
2. On the Effective Date, (a) Newco will be merged with and into H&W; (b) the separate existence of Newco will cease at the Effective Date and the existence of H&W will continue unaffected and unimpaired by the Merger except as set forth herein; (c) H&W will continue and be governed by the laws of the State of Florida; (d) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to Newco will be taken and be deemed to be transferred to and vested in H&W and will be thereafter as effectively the property of H&W as they were the property of Newco; and (e) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Newco will not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but will vest in H&W. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of Newco will be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Newco will thenceforth attach

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to H&W and may be enforced against it to the same extent as they had been incurred or contracted by it.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, H&W will possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Newco, and will be responsible and liable for all liabilities and obligations of Newco, all as more particularly set forth in §607.1106 of the Florida Statutes.

ARTICLE III

**TERMS OF THE TRANSACTION;
CONVERSION OF SHARES**

WoundCareMD, Inc. ("WCMD"), a Florida corporation, owns 100% of the outstanding capital stock of Newco so that as a result of the Merger, each share of Newco's common stock held by WCMD will, by virtue of the Merger and without any action on the part of WoundCareMD, Inc., be canceled simultaneously with the effectiveness of the Merger. All of the shares of H&W held by its Sole Shareholder will be exchanged for shares of WCMD, so that WCMD will become the sole shareholder of H&W and the Sole Shareholder of H&W immediately prior to the effectiveness of the Merger will become a shareholder of WCMD.

ARTICLE IV

APPROVAL

This Plan of Merger was adopted by the Board of Directors and Sole Shareholder of H&W on December 22, 2011 and by the Board of Directors and Sole Shareholder of Newco on December 22, 2011.

ARTICLE V

ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of H&W in effect immediately prior to the time the Merger becomes effective will, upon the Merger becoming effective, be and remain the Articles of Incorporation and Bylaws of H&W until the same are altered, amended or repealed.

ARTICLE VI

BOARD OF DIRECTORS, OFFICERS

The Board of Directors and officers of H&W in effect immediately prior to the time the Merger becomes effective, will, upon the Merger becoming effective, be and remain the Directors,

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officers and shareholders of H&W until the directors' and officers' successors are elected and qualified.

ARTICLE VII

ASSIGNMENT

If at any time H&W shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in H&W the title to any property or rights of Newco, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Newco as of the Effective Date will execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in H&W.

ARTICLE VIII

AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Board of Directors of H&W and the Board of Directors of Newco may amend this Plan with the consent of the Sole Shareholder of H&W and the Sole Shareholder of Newco.

ARTICLE IX

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of H&W or of the Board of Directors of Newco, this Plan may be terminated with at any time before the Effective Date by resolution of the Board of Directors of H&W and the Sole Shareholder of H&W or by resolution of the Board of Directors of Newco and the Sole Shareholder of Newco. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there will be no liability by reason of this Plan or the termination of this Plan on the part of H&W or Newco, or their Directors, officers, employees, agents, or shareholders.

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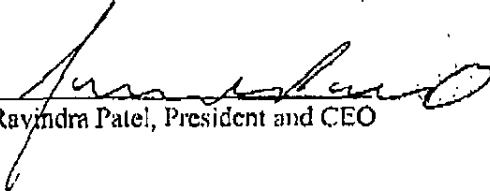
[SIGNATURES ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, Subsidiary and Parent have signed this Agreement the day and year first above written.

SURVIVING CORPORATION

HYPERBARIC & WOUNDCARE, INC.

By: 
Ravindra Patel, President and CEO

MERGING CORPORATION:

WOUNDCARE NEWCO, INC.

By: 
Ravindra Patel, President