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FILED  
04 MAR 19 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FL

3/24  
merger



March 18, 2004

**VIA OVERNIGHT DELIVERY**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

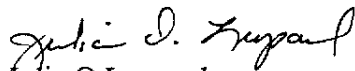
Re: World Medical, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Merger and a filing fee check in the amount of \$78.75 regarding the merger of World Medical, Inc. (North Carolina) into World Medical, Inc. (Florida). Please file the original Articles on **Monday, March 22, 2004** and return the certified copy to me.

Please contact me if you have any questions regarding this matter.

Sincerely,

  
Julia O Leopard  
Paralegal

Enclosures

Mayer, Brown, Rowe & Maw LLP  
214 North Tryon Street  
Suite 3800  
Charlotte, North Carolina 28202-2137

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[jleopard@mayerbrownrowe.com](mailto:jleopard@mayerbrownrowe.com)

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WORLD MEDICAL, INC.	FLORIDA	P04000024741

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WORLD MEDICAL, INC.	NORTH CAROLINA	0207566

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 1, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 1, 2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
04 MAR 19 PM 3:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Name of Corporation

Typed or Printed Name of Individual & Title

W. H. Starnes

HERBERT A. FERRARI, PRESIDENT

W. A. Ferrar

HERBERT A. FERRARI, PRESIDENT

PLAN OF MERGER  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

A. CORPORATIONS PARTICIPATING IN THE MERGER.

WORLD MEDICAL, INC., a North Carolina corporation (the "Merging Corporation") agrees to merge into WORLD MEDICAL, INC., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the merger, the Surviving Corporation will have the name "World Medical, Inc."

The Surviving Corporation shall continue to be governed by the laws of the State of Florida, the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation, and the registered and principal office of the Surviving Corporation will be:

5420 Lyons Road, Suite 105  
Coconut Creek, Florida 33073

C. MERGER.

Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the merger becoming effective (the "Effective Date"), the corporate existence of the Surviving Corporation will continue and the corporate existence of the Merging Corporation shall cease. The title to all real estate and other property owned by the Merging Corporation will be vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation will have all liabilities of the Merging Corporation.

D. CONVERSION AND EXCHANGE OF SHARES.

Upon the Effective Date, all of the outstanding shares of the Merging Corporation shall be cancelled. Each holder of a certificate or certificates representing shares of the Merging Corporation shall surrender the same for cancellation to the Merging Corporation on or before the Effective Date. The outstanding shares of the Surviving Corporation shall not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as the shares of the Surviving Corporation.

E. DISSENTERS' RIGHTS.

The Surviving Corporation agrees to pay to any dissenting shareholders of the Merging Corporation who may be entitled to vote and who dissent from the merger, under the laws of Florida and North Carolina, the fair value of their shares.

F. WAIVER OF MAILING REQUIREMENT.

The shareholders of the Merging Corporation have waived in writing any notice requirements or mailing requirements regarding the Plan of Merger required by the laws of North Carolina.

G. ABANDONMENT.

At any time prior to the merger becoming effective, the board of directors of the Surviving Corporation may, in its discretion, abandon the merger.

H. COMPLIANCE WITH FOREIGN LAW.

The North Carolina corporation has complied or shall comply with the laws of the State of Florida regarding the merger.

I. EFFECTIVE TIME.

The merger shall be effective upon filing (the "Effective Date") as evidenced by the filing of the Articles of Merger with the Secretary of State of Florida.