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TS

Merger  
10/3/07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** USA MedicalCard, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jessica M. Emmons, Esq.

(Contact Person)

Drummond Woodsum & MacMahon

(Firm/Company)

P.O. Box 9781

(Address)

Portland, ME 04104-5081

(City/State and Zip Code)

For further information concerning this matter, please call:

Jessica M. Emmons, Esq.

(Name of Contact Person)

At ( 207 ) 772-1941

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
USA MedicalCard, Inc.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Omicron Systems, Inc.	Florida	

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**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 after merger file date.)

**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 September 20, 2007.

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 September 20, 2007.

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)

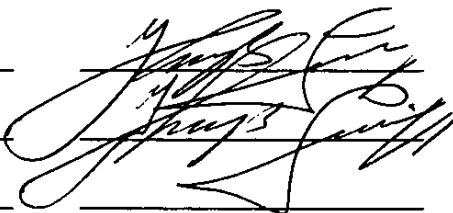
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

USA MedicalCard, Inc.



Thomas B. Cunniff, President

Omicron Systems, Inc.

Thomas B. Cunniff, President

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AGREEMENT OF MERGER

of

OMICRON SYSTEMS, INC.

into

USA MEDICALCARD, INC.

Pursuant to Section 607.1101 of Title XXXVI of the Florida Statutes and Section 252 of the General Corporation Law of Delaware

Pursuant to this Agreement of Merger, Omicron Systems, Inc., a Florida corporation ("OSI"), will be merged (the "Merger") with and into USA MedicalCard, Inc., a Delaware corporation ("UMI"). In the Merger, UMI shall be the surviving corporation (the "Surviving Corporation"). The terms and conditions of the Merger are as set forth below.

1. The Merger shall be effective on the date (the "Effective Date") on which the Certificate of Merger with respect to the Merger shall have been duly executed and filed in the office of the Secretary of State of Delaware in accordance with the provisions of the General Corporation Law of Delaware.

2. At the Effective Date, the Certificate of Incorporation of UMI shall, without change, become the Certificate of Incorporation of the Surviving Corporation and the Bylaws of UMI, without change, shall become the Bylaws of the Surviving Corporation. At the Effective Date, the directors and officers of UMI shall be the directors and officers, respectively, of the Surviving Corporation until their respective successors are duly elected or chosen and have been qualified in the manner provided in the Certificate of Incorporation and Bylaws or as otherwise provided by law.

3. In the Merger, each share of capital stock of OSI outstanding immediately prior to the Effective Date shall be converted into one (1) share of the Common Stock, with no par value, of the Surviving Corporation (the "Merger Consideration"). Upon surrender to the Surviving Corporation of each such outstanding share of OSI, as of the date of filing of the Articles of Merger, the Surviving Corporation shall issue the Merger Consideration. From and after the Effective Date and until surrendered to the Surviving Corporation, each outstanding certificate which prior to the Effective Date represented outstanding capital stock of OSI not owned by UMI shall be deemed for all purposes to evidence only a right to receive the Merger Consideration for which such capital stock has been converted by virtue of the Merger; and if payment of the Merger Consideration is to be made to a person other than the one in whose name the certificate surrendered is registered, it shall be a condition of such payment that the certificate so surrendered shall be properly endorsed with signatures guaranteed or otherwise in proper form for transfer.

4. From and after the Effective Date, the transfer of the capital stock of OSI outstanding prior to the Effective Date shall not be made in the stock ledger of OSI.

5. Immediately upon filing the Certificate of Merger, OSI shall cease its separate existence; all of the properties (real, personal and mixed), rights, immunities, privileges, franchises, choses in action and all other assets of OSI shall vest in the Surviving Corporation without further act; and the Surviving Corporation shall assume all the liabilities, duties and obligations of OSI.

6. The Surviving Corporation shall assume and accept responsibility for any obligations of OSI accruing to shareholders of OSI under the Florida Statutes arising from the effectuation of this Agreement of Merger.

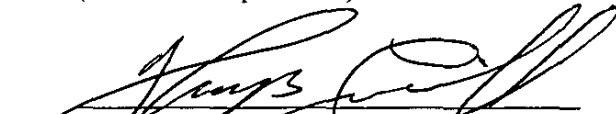
7. OSI and UMI expressly reserve the right to abandon the Merger, and this Agreement of Merger, at any time prior to the Effective Date, in the absolute discretion of the directors of either of them.

[The remainder of this page is intentionally  
left blank. The signature page follows.]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed and delivered as of September 22, 2007.

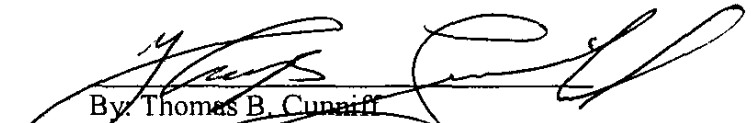
OMICRON SYSTEMS, INC.  
(a Florida corporation)

  
Witness

  
By: Thomas B. Cunruff  
Its: President

USA MEDICALCARD, INC.  
(a Delaware corporation)

  
Witness

  
By: Thomas B. Cunruff  
Its: President