



ARZCO
MEDICAL SYSTEMS, INC.

5660-G West Cypress Street
Tampa, Florida 33607
TEL 813-289-5555
FAX 813-289-5454

P26810

August 25, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 26 AM 10:00

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

200002278162--7
-08/27/97--01038--003
*****96.25 *****96.25

Dear Division of Corporations:

Enclosed is our Application By Foreign Profit Corporation to File Amendment, an original certificate from the State of Delaware evidencing the merger and name change of Synchrotech Medical Corporation to ARZCO Medical Systems, Inc. and a check in the amount of \$96.25 for the Filing Fee, Certified Copy and Certificate of Status.

Please call me at (813) 289-5555 ext. 226 if you need additional information.

Sincerely,

Dan Murphy
Controller

DM/cc

NIC Amend
SF 9/8/97

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
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1. Synchrotech Medical Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 11/1/1989
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/30/94
5. Arzco Medical Systems Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Daniel L. Murphy
Signature

8/4/97
Date

Daniel L. Murphy
Typed or printed name

Secretary / Treasurer
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ARZCO MEDICAL SYSTEMS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ARZCO MEDICAL SYSTEMS, INC." UNDER THE NAME OF "ARZCO MEDICAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1994, AT 12:15 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2176862 8100M

971260522

AUTHENTICATION:

DATE: 8610815

08-18-97

**Certificate of Ownership and Merger
Merging
Arzco Medical Systems, Inc.
Into
Synchrotech Medical Corporation**

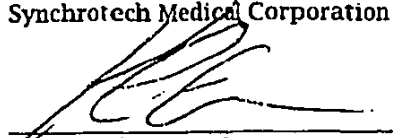
Pursuant to Section 253 of Delaware General Corporation Law, Synchrotech Medical Corporation, a Delaware corporation (Corporation), certifies:

1. Corporation is incorporated under Delaware General Corporation Law.
2. Corporation owns all of the outstanding shares of each class of the capital stock of Arzco Medical Systems, Inc., a Delaware corporation.
3. Corporation's Board of Directors unanimously adopted the following resolution on June 15, 1994, merging its wholly owned subsidiary, Arzco Medical Systems, Inc., into Corporation:

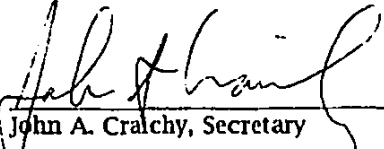
The Corporation shall merge with Arzco Medical Systems, Inc., a Delaware corporation, a wholly owned subsidiary of the Corporation. The Corporation's President and Secretary are directed and authorized to take all action necessary and to complete all necessary forms and file them with the Delaware Secretary of State and the Register of Deeds of Kent County to effect the Corporation's merger with Arzco Medical Systems, Inc.

Synchrotech Medical Corporation has caused this Certificate to be signed by its President, K.C. Craichy, and its Secretary, John A. Craichy, on December 29, 1994.

Synchrotech Medical Corporation


K.C. Craichy, President

Attest:


John A. Craichy, Secretary
(Corporate Seal)