

P92000012226

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Bio-Medical Applications of Delaware, Inc.

merging:

(15) Florida Corporations

FILED
01 MAY 14 PM 4:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 14 PM 12:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

| | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability _____
Document
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/14/01

Order#: 4360561

Ref#: _____

G. COULLIERE MAY 17 2001

Amount: \$ _____

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****560.00 ****560.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

NMC LATIN AMERICA, INC., a Florida corporation, P92000012226
INTERMERICAN ACUTE DIALYSIS SERVICES, INC., a Florida corporation,
K57819
GYNESIS HEALTHCARE FOR WOMEN OF FLORIDA, INC., a Florida
corporation, P92000008240
INFUSION INNOVATIONS OF JACKSONVILLE, INC., a Florida corporation,
V00822
LIFELINE MEDICAL SUPPLIES, INC., a Florida corporation, F98271
LIFELINE MEDICAL SYSTEMS, INC., a Florida corporation, 644994
INFUSION INNOVATIONS OF TAMPA, INC., a Florida corporation, V67594
QUALITY CARE DIALYSIS CENTERS, INC., a Florida corporation,
P92000009093
PREFERRED PHARMACY SERVICES, INC., a Florida corporation, K47289
PREFERRED HOMECARE OF FLORIDA, INC., a Florida corporation, S20347
QUALITY CARE DIALYSIS CENTER OF MARGATE, INC., a Florida corporation,
P92000012296
QUALITY CARE DIALYSIS CENTER OF ST. AUGUSTINE, INC., a Florida
corporation, L55710

INTO

BIO-MEDICAL APPLICATIONS OF DELAWARE, INC., a Delaware entity not
qualified in Florida.

File date: May 14, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 14, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NMC LATIN AMERICA, INC.
Ref. Number: P92000012226

We have received your document for NMC LATIN AMERICA, INC. and check(s) totaling \$560.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please see the attached printouts of the ~~2~~³ corporations which are dissolved and 2 which are misspelled in your document. You must have the names show exactly as we have them on our records. Please make your corrections and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 001A00029234

Please back-date if possible

Thick
[Signature]

RECEIVED
01 MAY 17 PM 12:37
DIVISION OF CORPORATIONS

DOMESTIC AND FOREIGN CORPORATION

**ARTICLES OF MERGER
OF**

**NMC LATIN AMERICA, INC.
INTERAMERICAN ACUTE DIALYSIS SERVICES, INC.
GYNESIS HEALTHCARE FOR WOMEN OF FLORIDA, INC.
INFUSION INNOVATIONS OF JACKSONVILLE, INC.
INFUSION INNOVATIONS OF TAMPA, INC.
LIFELINE MEDICAL SUPPLIES, INC.
LIFELINE MEDICAL SYSTEMS, INC.
PREFERRED PHARMACY SERVICES, INC.
QUALITY CARE DIALYSIS CENTERS, INC.
PREFERRED HOMECARE OF FLORIDA, INC.
QUALITY CARE DIALYSIS CENTER OF MARGATE, INC.
QUALITY CARE DIALYSIS CENTER OF ST. AUGUSTINE, INC.**

FILED
01 MAY 14 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

BIO-MEDICAL APPLICATIONS OF DELAWARE, INC.

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 is:

| <u>Name</u> | <u>State</u> |
|--|--------------|
| Bio-Medical Applications of Delaware, Inc. | Delaware |

SECOND, the name and jurisdiction of the merging corporations are:

| <u>Name</u> | <u>State</u> |
|---|--------------|
| NMC Latin America, Inc. | Florida |
| Interamerican Acute Dialysis Services, Inc. | Florida |
| Gynesis Healthcare For Women Of Florida, Inc. | Florida |
| Infusion Innovations Of Jacksonville, Inc. | Florida |
| Infusion Innovations Of Tampa, Inc. | Florida |
| Lifeline Medical Supplies, Inc. | Florida |
| Lifeline Medical Systems, Inc. | Florida |
| Preferred Pharmacy Services, Inc. | Florida |
| Quality Care Dialysis Centers, Inc. | Florida |
| Preferred Homecare Of Florida, Inc. | Florida |
| Quality Care Dialysis Center Of Margate, Inc. | Florida |
| Quality Care Dialysis Center Of St. Augustine, Inc. | Florida |

THIRD, the Agreement of Merger is attached.

FOURTH, the merger shall become effective as of date of filing of these Articles of Merger with the Florida Secretary of State.

FIFTH, the Agreement of Merger was approved by the Directors of Bio-Medical Applications of Delaware, Inc., a Delaware corporation which is the surviving corporation on April 30, 2001.

SIXTH, the Agreement of Merger was approved by Shareholders of each of the merging corporations on April 30, 2001

SURVIVING CORPORATION:

BIO-MEDICAL APPLICATIONS OF DELAWARE,
INC.

By: 

Marc S. Lieberman
Treasurer

MERGED CORPORATIONS:

NMC LATIN AMERICA, INC.
INTERAMERICAN ACUTE DIALYSIS SERVICES,
INC.
GYNESIS HEALTHCARE FOR WOMEN OF
FLORIDA, INC.
INFUSION INNOVATIONS OF JACKSONVILLE,
INC.
INFUSION INNOVATIONS OF TAMPA, INC.
LIFELINE MEDICAL SUPPLIES, INC.
LIFELINE MEDICAL SYSTEMS, INC.
PREFERRED PHARMACY SERVICES, INC.
QUALITY CARE DIALYSIS CENTERS, INC.
PREFERRED HOMECARE OF FLORIDA, INC.
QUALITY CARE DIALYSIS CENTER OF MARGATE,
INC.
QUALITY CARE DIALYSIS CENTER OF ST.
AUGUSTINE, INC.

By: 

Marc S. Lieberman
Treasurer

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 30th day of April, 2001, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Bio-Medical Applications of Delaware, Inc., a Delaware corporation (the "Surviving Corporation") and the various corporations identified on the signature page hereto, each a Florida corporation (the "Merged Corporations").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Surviving Corporation hereby merges into itself each of the Merged Corporations. The Surviving Corporation shall survive the merger.

SECOND: The Certificate of Incorporation of the Surviving Corporation as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of capital stock of each of the Merged Corporations into shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of stock of each of the Merged Corporations which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall forthwith be cancelled, terminated and of no further force or effect.

(b) The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the Surviving Corporation as the same shall exist on the effective date of this Agreement shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of each of the Merged Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and each of the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and each of the Merged Corporations respectively.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Stockholders have caused these presents to be executed by a duly authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations on this 30th day of April, 2001.

SURVIVING CORPORATION:

BIO-MEDICAL APPLICATIONS OF DELAWARE, INC.

By: _____

Marc S. Lieberman
Treasurer

MERGED CORPORATIONS:

NMC LATIN AMERICA, INC.

INTERAMERICAN ACUTE DIALYSIS SERVICES,
INC.

GYNESIS HEALTHCARE FOR WOMEN OF
FLORIDA, INC.

INFUSIONS INNOVATIONS OF JACKSONVILLE,
INC.

INFUSIONS INNOVATIONS OF TAMPA, INC.

LIFELINE MEDICAL SUPPLIES, INC.

LIFELINE MEDICAL SYSTEMS, INC.

PHOENIX CONSULTING SERVICES, INC.

PREFERRED PHARMACY SERVICES, INC.

RETAW, INC.
ZENEX CAPITAL CORP.
QUALITY CARE DIALYSIS CENTERS, INC.
PREFERRED HOMECARE OF FLORIDA, INC.
QUALITY CARE DIALYSIS CENTER OF MARGATE,
INC.
QUALITY CARE DIALYSIS CENTER OF ST.
AUGUSTINE, INC.

By: _____

Marc S. Lieberman
Treasurer