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222-1173

P930000062520

FILING COVER SHEET
ACCT. #FCA-14

FILED
01 JUN 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100004445811--4
-06/26/01--01053--004
*****70.00 *****70.00

CONTACT: CINDY HICKS

DATE: 6-26-01

REF. #: 0631.17062

CORP. NAME: AMERICAN PEDIATRIC SYSTEMS, INC. *Merger*
MERGING INTO: RDM, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 15609 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ADR
6/26/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 26 AM 10:35
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN PEDIATRIC SYSTEMS, INC., a Fla corp. P93000062520
,

INTO

RDM, INC., a Michigan entity not qualified in Florida.

File date: June 26, 2001, effective June 29, 2001

Corporate Specialist: Annette Ramsey

RECEIVED
6/29/01

ARTICLES OF MERGER
OF
AMERICAN PEDIATRIC SYSTEMS, INC.
AND
RDM, INC.

FILED
01 JUN 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging American Pediatric Systems, Inc., with and into RDM, Inc.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of American Pediatric Systems, Inc., approved and adopted the Plan of Merger by unanimous written consent on June 27, 2001.

THIRD: The shareholders of RDM, Inc., entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 27, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger of American Pediatric Systems, Inc., with and into RDM, Inc., is permitted by the laws of the jurisdiction of organization of RDM, Inc., and has been authorized in compliance with said laws.

FIFTH: The effective date of this merger shall be June 29, 2001.

Executed on this 22nd day of June, 2001

AMERICAN PEDIATRIC SYSTEMS, INC.

By: [Signature]
Robert J. Singer, Vice President

RDM, INC.

By: [Signature]
Robert J. Singer, Vice President

PLAN OF MERGER adopted on June 27, 2001 by resolution of the Board of Directors of American Pediatric Systems, Inc., a business corporation organized under the laws of the State of Florida on June 27, 2001, and adopted on June 27, 2001 by resolution of the Board of Directors of RDM, Inc., a business corporation organized under the laws of the State of Michigan. The names of the corporations planning to merge are American Pediatric Systems, Inc., a business corporation organized under the laws of the State of Florida, and RDM, Inc., a business corporation organized under the laws of the State of Michigan. The name of the surviving corporation into which American Pediatric Systems, Inc., plans to merge is RDM, Inc.

1. American Pediatric Systems, Inc., and RDM, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of RDM, Inc., be merged with and into a single corporation, to wit, RDM, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of American Pediatric Systems, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be conveyed or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner

prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.