

PG40000014297

FILING COVER SHEET

REFERENCE: 0177.3653  
DATE: 8-27-98  
CONTACT: CINDY HICKS *Merger*  
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301  
TELEPHONE: 222-1173  
SUBJECT: C-Med, Inc.

FILED  
98 AUG 27 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 3100 FOR \$ 122.50

100002626611--3

-08/27/98--01047--025

\*\*\*\*122.50 \*\*\*\*122.50

PLEASE FILE:

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|--|--|--|
| <input type="checkbox"/> ARTICLES OF INC.  | <input type="checkbox"/> AMENDMENT           | <input type="checkbox"/> DISSOLUTION   |
| <input type="checkbox"/> ANNUAL REPORT     | <input checked="" type="checkbox"/> MERGER   | <input type="checkbox"/> WITHDRAWAL    |
| <input type="checkbox"/> QUALIFICATION     | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME   | <input type="checkbox"/> LIMITED LIABILITY   | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1               | <input type="checkbox"/> UCC-3         |

PROVIDE US WITH:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ STAMPED COPY

Examiner's Initials

*1004*  
*8/28/98*

RECEIVED  
98 AUG 27 AM 11:09  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

C-MED ACQUISITION, INC., a Florida corporation P98000036182

INTO

**C MED, INC.**, a Florida corporation, P94000014297

File date: August 27, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF  
C MED, INC., A FLORIDA BUSINESS CORPORATION  
AND C-MED ACQUISITION, INC.,  
A FLORIDA BUSINESS CORPORATION**

98 AUG 27 AM 11:18  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Florida Act"), **C MED, INC.**, a Florida corporation ("Surviving Corporation") and **C-MED ACQUISITION, INC.**, a Florida business corporation ("Disappearing Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved and these Articles of Merger were unanimously adopted on 8/26, 1998 by: (a) Ten Thousand (10,000) shares of the Surviving Corporation which constitutes all of the shares entitled to vote thereon, and (b) all of the Directors of the Surviving Corporation.

2. The Plan of Merger was unanimously approved and these Articles of Merger were unanimously adopted on 8/26, 1998 by: (1) Five Hundred (500) shares of the Disappearing Corporation constituting all of the shares entitled to vote thereon, and (b) all of the Directors of the Disappearing Corporation.

3. Pursuant to the Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall continue to exist under the same name as before the merger (that is "C MED, INC.") and be governed by the Florida Act ("Merger").

4. The Merger shall be effective as of the date of filing of these Articles with the Department of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have set their hand this 26th day of August, 1998.

**DISAPPEARING CORPORATION:**

**C-MED ACQUISITION, INC.**,  
a Florida business corporation

By: [Signature]  
Name: David Peck  
Title: President

**SURVIVING CORPORATION:**

**C MED, INC.**,  
A Florida business corporation

By: [Signature]  
Name: Douglas J. Westland MD  
Title: President

This instrument prepared by  
Keith J. Blum, Esq.  
McDermott, Will & Emery  
201 South Biscayne Boulevard  
#2200  
Miami, Florida 33131  
FloridaBar No. 08791851

## EXHIBIT A

### PLAN OF MERGER

In accordance with Chapter 607 of the Florida Business Corporation Act (the "FBCA"), C-MED, INC., a Florida business corporation ("Surviving Corporation"), and C-MED ACQUISITION, INC., a Florida business corporation ("Disappearing Corporation"), hereby adopt the following Plan of Merger ("Plan"):

1. Transaction. In accordance with the provisions of the FBCA, Disappearing Corporation shall be merged with and into Surviving Corporation (the "Merger") and the separate existence of Disappearing Corporation shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the FBCA.

2. Articles of Incorporation. The articles of incorporation of Surviving Corporation, as in effect immediately prior to the date of filing the Articles of Merger with the Department of the State of Florida (the "Effective Time"), shall be the Articles of Incorporation of the Surviving Corporation until such point in time that such Articles are amended or amended and restated pursuant to the applicable provisions set out within the FBCA.

3. By-laws. At the Effective Time, the by-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until such point in time that such Articles are amended or amended and restated pursuant to the applicable provisions set out within the FBCA.

4. Effect of Merger. At and after the Effective Time, the effect of the merger shall, in all respects, be as provided in Chapter 607 of the FBCA. From and after the Effective Time, the Surviving Corporation shall continue to be a Florida corporation.

5. Effective Time; Filing of Articles of Merger. The Merger shall be effected by filing on the closing date ("Closing Date") of the articles of merger with the Secretary of the State of Florida in accordance with the provisions of the FBCA. The Merger shall become effective at the close of business on the date of such filing (the "Effective Date") and the parties shall take any and all other lawful actions and do any and all other lawful things to cause the Merger to become effective.

6. Surrender of Certificates. The persons who are the shareholders of the Surviving Corporation immediately prior to the Merger (the "Shareholders") shall surrender their certificates in the Surviving Corporation to OMNA Medical Partners, Inc. ("OMNA"). In exchange, the Shareholders shall receive cash and shares of stock in OMNA, which is the sole shareholder of Disappearing Corporation, in accordance with the terms of the merger agreement dated April 30, 1998 (the "Merger Agreement") by and among OMNA, the Surviving Corporation, the Disappearing Corporation and the Shareholders. The Merger is structured to qualify as a plan of reorganization under Sections 368(a)(1)(A) and 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended, all as set forth in the Merger Agreement.

7. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further acts are necessary or desirable to carry out the purposes of the Agreement, then the Shareholders shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such deeds, assignments and assurances in law

and to do all other acts necessary or proper to vest, perfect or confirm title to carry out the purposes of the Agreement; and the new officers and directors of the Surviving Corporation are fully authorized in the name of the shareholders and the Surviving Corporation to take any and all such actions.

8. The Articles of Incorporation shall be amended by deleting Article VII thereto and replacing it with the following:

Article VII  
Officers and Directors

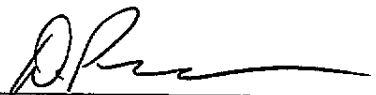
The officers and directors of the Corporation are as follows:

David Peck President/ Director	2255 Glades Road Boca Raton, FL 33431
Daryl P. Johnson Secretary/ Director	Same
Fred Portnoy Vice President/ Treasurer	Same

The parties have set their hands and seals as of the 26 day of August, 1998, as evidence that they agree, accept and adopt this Plan of Merger.

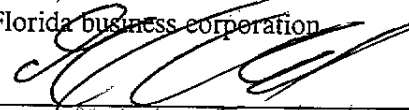
**DISAPPEARING CORPORATION:**

C-MED ACQUISITION, INC.,  
A Florida business corporation

By:   
Name: David Peck  
Title: President

**SURVIVING CORPORATION:**

C MED, INC.  
A Florida business corporation

By:   
Name: Douglas J. Weyland MD  
Title: President