



Legal Department

Direct (303) 239-2318

Fax (303) 205-2519

E-mail: anna.norcia@gambrobct.com

P94000018731

December 10, 1999

Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

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-12/13/99-01129-003
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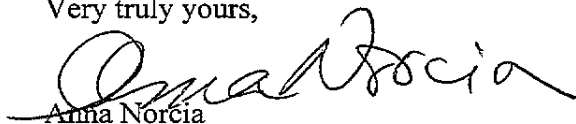
Dear Sir/Madam:

Enclosed for filing are Articles of Merger of the entities listed on the attachment to this letter into GAMBRO Healthcare Patient Services, Inc. Two (2) checks in the amount of \$70 are enclosed as the filing fee.

Please mail confirmation of the filing of the Articles of Merger to: Anna Norcia, Legal Dept., COBE Laboratories, Inc., 1201 Oak St., Lakewood, CO 80215.

If you have any questions, please call me at (800) 525-2623 ext. 2318.

Very truly yours,



Anna Norcia
Corporate Paralegal

/an

V. SHEPARD DEC 23 1999

Encls.

FILED
99 DEC 13 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/13/99
Merger

V. SHEPARD DEC 23 1999

V. SHEPARD DEC 23 1999

Mailing Address
COBE Laboratories, Inc.
COBE/GAMBRO Legal Department
1201 Oak Street, Lakewood, CO 80215

Delivery Address
1209 Quail Street
Lakewood, CO 80215

ARTICLES OF MERGER
Merger Sheet

MERGING:

**GAMBRO HEALTHCARE ACUTE CARE SERVICES OF SOUTH FLORIDA,
INC.,** a Florida corporation, P94000018731

INTO

GAMBRO HEALTHCARE PATIENT SERVICES, INC., a Tennessee
corporation not qualified in Florida.

File date: December 13, 1999, effective December 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
GAMBRO HEALTHCARE ACUTE CARE SERVICES
OF SOUTH FLORIDA, INC.
AND
GAMBRO HEALTHCARE PATIENT SERVICES, INC.

FILED
99 DEC 13 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/99

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Gambro Healthcare Acute Care Services of South Florida, Inc. with and into Gambro Healthcare Patient Services, Inc. as approved by the Board of Directors of Gambro Healthcare Acute Care Services of South Florida, Inc. on December 1, 1999, and adopted at a meeting by the Board of Directors of Gambro Healthcare Patient Services, Inc. on December 1, 1999.

2. The merger of Gambro Healthcare Acute Care Services of South Florida, Inc. with and into Gambro Healthcare Patient Services, Inc. is permitted by the laws of the jurisdiction of organization of Gambro Healthcare Patient Services, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Gambro Healthcare Patient Services, Inc. was December 1, 1999.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be at midnight on December 31, 1999.

Executed on December 9, 1999.

GAMBRO HEALTHCARE ACUTE CARE
SERVICES OF SOUTH FLORIDA, INC.

By: 

Name: Lynn N. Meyer

Capacity: Assistant Secretary

GAMBRO HEALTHCARE PATIENT SERVICES,
INC.

By: 

Name: Lynn N. Meyer

Capacity: Assistant Secretary

PLAN OF MERGER

"1. Gambro Healthcare Patient Services, Inc. , which is a business corporation of the State of Tennessee and is the parent corporation and the owner of all of the outstanding shares of Gambro Healthcare Acute Care Services of South Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Gambro Healthcare Acute Care Services of South Florida, Inc. into Gambro Healthcare Patient Services, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Gambro Healthcare Patient Services, Inc.

"2. The separate existence of Gambro Healthcare Acute Care Services of South Florida, Inc. shall cease at midnight on December 31, 1999 pursuant to the provisions of the Florida Business Corporation Act; and Gambro Healthcare Patient Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Gambro Healthcare Acute Care Services of South Florida, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. Gambro Healthcare Patient Services, Inc. is the owner of all of the issued shares of Gambro Healthcare Acute Care Services of South Florida, Inc., and Gambro Healthcare Patient Services, Inc. waived the mailing of a copy of the Plan of Merger.

"5. The Board of Directors and the proper officers of Gambro Healthcare Patient Services, Inc. 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."