

P94000024681



ACCOUNT NO. : 072100000032  
REFERENCE : 269759 4344659  
AUTHORIZATION : *Patricia Pygott*  
COST LIMIT : \$ 78.75

99 JUN 10 PM 2:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 10, 1999

ORDER TIME : 11:57 AM

ORDER NO. : 269759-005

CUSTOMER NO: 4344659

900002900879--5

CUSTOMER: Ms. Terri Lahner  
Greenberg Traurig Hoffman  
Suite 300 East Tower  
777 S. Flagler Drive  
West Palm Beach, FL 33401

ARTICLES OF MERGER

MAGNETHERAPY, INC.

INTO

MAGNETHERAPY, INC.

RECEIVED  
99 JUN 10 PM 1:50  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATE TAXES  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: \_\_\_\_\_

C. COULLIETTE JUN 10 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MAGNETHERAPY, INC., a Florida corporation, P94000024681

INTO

**MAGNETHERAPY, INC..** a Delaware corporation not qualified in Florida

File date: June 10, 1999, effective June 10, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
OF  
MAGNETHERAPY, INC.  
(a Florida corporation)  
WITH AND INTO  
MAGNETHERAPY, INC.  
(a Delaware corporation)

FILED  
99 JUN 10 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to 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.

1. The Agreement and Plan of Merger (the "Agreement and Plan"), providing for the merger (the "Merger") of Magnetherapy, Inc., a Florida corporation, with and into Magnetherapy, Inc., a Delaware corporation, is attached hereto as Exhibit "A" and made a part hereof by reference.

2. The stockholders of Magnetherapy, Inc., a Florida corporation, entitled to vote on the aforesaid Agreement and Plan approved and adopted the Agreement and Plan at a meeting of said Stockholders held on April 26, 1999.

3. The Merger of Magnetherapy, Inc., a Florida corporation, with and into Magnetherapy, Inc., a Delaware corporation, is permitted by the General Corporation Law of the State of Delaware, and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan was April 26, 1999.

4. The Merger shall become effective as of the date of filing these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of Magnetherapy, Inc., a Florida corporation, and Magnetherapy, Inc., a Delaware corporation, on this 28 day of May, 1999.

MAGNETHERAPY, INC., a Florida corporation

By: William L. Roper  
William L. Roper, Chairman and Chief  
Executive Officer

MAGNETHERAPY, INC., a Delaware  
corporation

By: William L. Roper  
William L. Roper, President

**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**MAGNETHERAPY, INC.**  
**(a Florida corporation)**  
**AND**  
**MAGNETHERAPY, INC.**  
**(a Delaware corporation)**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 28 day of May, 1999 by and between Magnetherapy, Inc., a business corporation organized under the laws of the State of Florida, and Magnetherapy, Inc., a corporation organized under the laws of the State of Delaware. The Agreement and Plan was adopted on April 12, 1999 by resolution of the Board of Directors of Magnetherapy, Inc., a Florida corporation, and adopted on May 28, 1999 by resolution of the Board of Directors Magnetherapy, Inc., a Delaware corporation. The names of the corporations planning to merge are Magnetherapy, Inc., a Florida corporation, and Magnetherapy, Inc., a Delaware corporation. The name of the surviving corporation into which Magnetherapy, Inc., a Florida corporation, plans to merge is Magnetherapy, Inc., a Delaware corporation.

1. Magnetherapy, Inc., a Florida corporation, and Magnetherapy, Inc., a Delaware corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Magnetherapy, Inc., a Delaware corporation, which shall be the surviving corporation upon the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as surviving corporation under its present name, Magnetherapy, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Magnetherapy, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "disappearing 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 Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The Bylaws of the surviving corporation at the effective time and date of the merger in the State of Delaware shall 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the disappearing corporation at the effective time and date of the merger in the State of Delaware 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 disappearing corporation and each right to purchase a share in the disappearing 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 one share of the surviving corporation or the right to purchase a share of the surviving corporation on the same terms and conditions. The issued shares of the surviving corporation shall not be converted 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 Agreement and Plan of Merger has been submitted to the shareholders of the disappearing corporation for their approval on April 26, 1999 in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the disappearing corporation with and into the surviving corporation has been authorized by the Shareholders of the disappearing corporation in the manner prescribed by the General Corporation Law of the State of Delaware.

7. The disappearing 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 Delaware, 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 disappearing corporation and 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 and Agreement of Merger or of the merger herein provided for.

9. The merger shall become effective on the time and date on which the Articles of Merger have been filed with the Department of State of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of the disappearing corporation and the surviving corporation.

MAGNETHERAPY, INC. a Florida corporation

By: William L. Roper  
Name: William L. Roper  
Title: Chairman & Chief Executive Officer

MAGNETHERAPY, INC., a Delaware corporation

By: William L. Roper  
Name: William L. Roper  
Title: President