

P94000042167

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MERGER OR SHARE EXCHANGE
ROTHERT'S HOSPITAL EQUIPMENT, INC.

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**ARTICLES OF MERGER
OF
CYNTHIANA HOME MEDICAL EQUIPMENT, INC.
(a Florida corporation)
AND
ROTHERT'S HOSPITAL EQUIPMENT, INC.
(a Kentucky corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to § 607.1105, Florida Statutes.

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging Cynthiana Home Medical Equipment, Inc. with and into Rothert's Hospital Equipment, Inc. as approved by resolution adopted at a meeting by the sole shareholder and Board of Directors of Cynthiana Home Medical Equipment, Inc. on June 20, 2012 and by resolution adopted at a meeting by the sole shareholder and Board of Directors of Rothert's Hospital Equipment, Inc. on June 20, 2012.

2. Surviving corporation: Rothert's Hospital Equipment, Inc., a Kentucky corporation, organization number is 0336805. Merging corporation: Cynthiana Home Medical Equipment, Inc., a Florida corporation, document number is P94000042167.


3. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. The Plan of Merger was adopted by the sole shareholder and Board of Directors of the surviving corporation on June 20, 2012.


5. The Plan of Merger was adopted by the sole shareholder and Board of Directors of the merging corporation on June 20, 2012.

Executed on June 20, 2012.

CYNTHIANA HOME MEDICAL EQUIPMENT, INC.

By: 
Rebecca L. Myers
Secretary

ROTHERT'S HOSPITAL EQUIPMENT, INC.

By: 
Rebecca L. Myers
Secretary

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PLAN OF MERGER adopted by Cynthiana Home Medical Equipment, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its sole shareholder and Board of Directors on June 20, 2012, and adopted by Rothert's Hospital Equipment, Inc., a business corporation organized under the laws of the State of Kentucky, by resolution of its sole shareholder and Board of Directors on June 20, 2012. The names of the corporations planning to merge are Cynthiana Home Medical Equipment, Inc. and Rothert's Hospital Equipment, Inc. The name of the surviving corporation into which Cynthiana Home Medical Equipment, Inc. plans to merge is Rothert's Hospital Equipment, Inc.

1. Cynthiana Home Medical Equipment, Inc. and Rothert's Hospital Equipment, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the Kentucky Revised Statutes, be merged with and into a single corporation, to wit, Rothert's Hospital Equipment, Inc., which shall be the surviving corporation at 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 said surviving corporation under its present name pursuant to the provisions of the Kentucky Revised Statutes. The separate existence of Cynthiana Home Medical Equipment, 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 present articles of incorporation of the surviving corporation upon the effective time and date of the merger 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 Kentucky Revised Statutes.

3. The present bylaws of the surviving corporation 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 Kentucky Revised Statutes.

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

5. Each issued and outstanding share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled, and all rights of the holder thereof in respect to each share of the non-surviving corporation shall be extinguished, as set forth herein. Each issued and outstanding share of the surviving corporation prior to the effective time and date of the merger shall, by virtue of the merger, remain issued and outstanding.

6. The Board of Directors and the proper officers of the surviving corporation 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.

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