

P94000054850
HOUSECALL®
MEDICAL RESOURCES, INC.

July 31, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002606484--6
-08/04/98--01027--001
***211.25 ***211.25

RE: Filing of Articles and Plan of Merger of Housecall Medical Equipment, Inc., a
Florida Corporation with Messick Homecare, Inc. a Tennessee Corporation


Dear Sir/Madame:

Enclosed please find for filing with the Florida Department of State, Division of Corporations
Articles and Plan of Merger to effectuate the merger of Housecall Medical Equipment, Inc., a
Florida corporation, with Messick Homecare, Inc., a Tennessee Corporation.


Also enclosed please find check number 7017 in the amount of \$211.25, for the filing fee of
\$35.00 for each of the two parties to the merger, as well as \$52.50 for a certified copy, and \$8.75
for a certificate of status.

Please forward the certified copy and certificate of status to me at the address referenced below.
Thank you, in advance, for your assistance in this matter.

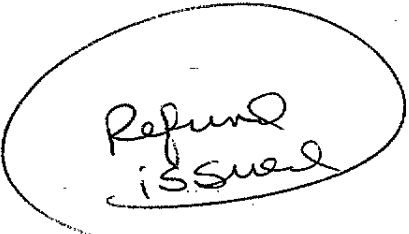
Sincerely,


Deborah Haas Thaler
Associate Counsel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -4 AM 11:06

Deborah Thaler
gave OK to
add date of adoption
of Plan by each
corp.


EFFECTIVE DATE
9/15/98



ARTICLES OF MERGER
Merger Sheet

MERGING:

HOUSECALL MEDICAL EQUIPMENT, INC., #P94000054850

INTO

MESSICK HOMECARE, INC.. a Tennessee corporation not qualified in Florida

File date: August 4, 1998, effective September 15, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER OF
HOUSECALL MEDICAL EQUIPMENT, INC.
AND
MESSICK HOMECARE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -4 AM 11:06

To the Department of State
State of Florida

EFFECTIVE DATE
9/15/98

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.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging HOUSECALL MEDICAL EQUIPMENT, INC. with and into MESSICK HOMECARE, INC.
2. HOUSECALL MEDICAL EQUIPMENT, INC. is a corporation duly organized and existing under the laws of the State of Florida and MESSICK HOMECARE, INC. is a corporation duly organized and existing under the laws of the State of Tennessee.
3. The merger of HOUSECALL MEDICAL EQUIPMENT, INC. with and into MESSICK HOMECARE, INC. is permitted by the laws of the jurisdiction of organization of HOUSECALL MEDICAL EQUIPMENT, INC. and has been authorized in compliance with said laws.
4. MESSICK HOMECARE, INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Tennessee Business Corporation Act.
5. The effective time and date of the merger herein provided for shall become effective on SEPTEMBER 15, 1998. The plan of merger was adopted by the shareholders of both corporations on July 30, 1998.

Executed on July 30, 1998.

HOUSECALL MEDICAL EQUIPMENT, INC.

By: [Signature]
Name: Daniel J. Kohl
Capacity: President

MESSICK HOMECARE, INC.

By: [Signature]
Name: Fred C. Follmer
Capacity: Secretary/Treasurer

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger (this "Plan") sets forth the terms and conditions of the merger of HOUSECALL MEDICAL EQUIPMENT, INC., a Florida Corporation with its principal offices at 1000 Abernathy Road, Building 400, Suite 1825, Atlanta, Georgia 30328 ("HME"), with and into MESSICK HOMECARE, INC., a Tennessee Corporation whose principal place of business is 307 Hickerson Drive, Murfreesboro, Tennessee 37129 ("MESSICK").

***** WITNESSETH*****

WHEREAS, HME is a corporation duly organized and existing under the laws of the State of Florida and MESSICK is a corporation duly organized and existing under the laws of the State of Tennessee; and

WHEREAS, the boards of directors of HME and MESSICK deem it advisable and in the best interest of each corporation and its respective shareholders that HME be merged with and into MESSICK (the "Merger"), and that the Merger be accomplished in accordance with the terms of the Agreement and Plan of Merger ("Plan") and the provisions of the Florida Business Corporation Act and the Tennessee Business Corporation Act.

NOW THEREFORE, the following is the Plan of Merger for merging HME and MESSICK shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Tennessee Business Corporation Act, be merged with and into a single corporation, to wit, MESSICK, 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 Tennessee Business Corporation Act. The separate existence of HME, 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 laws of the jurisdiction of its organization. The terms and conditions of the Merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the shares of HME into shares or other securities or obligations of the Surviving Corporation shall be as follows:

1. The acts and things required to be done by the provisions of each of the Florida Business Corporation Act and the Tennessee Business Corporation Act in order to make this agreement effective, including the submission of this Plan to the shareholders of each constituents corporation, as required by the law of each respective state, and the filing of the Articles of Merger in the manner provided in the provisions of each of the Florida Business Corporation Act and the Tennessee Business Corporation

Act shall be attended to and done by the proper officers of the Surviving Corporation and HME as soon as practicable.

2. The Articles of Incorporation of Messick Homecare, Inc. are not amended in any respect by this Plan of Merger.

3. The present bylaws of Messick Homecare, Inc. will be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the State of Tennessee.

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

5. Each issued share of HME immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be surrendered to Messick Homecare, Inc. and canceled. The issued shares of 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 Surviving Corporation.

6. 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 non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Tennessee Business Corporation Act.

7. At the effective time and date of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to the restrictions, disabilities and duties of both the Surviving Corporation and HME, and all the rights, privileges, immunities, powers and franchises of both the Surviving Corporation and HME and all property, real, personal and mixed, and all debts due to either of the Surviving Corporation and HME on whatever account, for stock subscriptions as well as for all other things in action belonging to each of said corporations, shall be vested in the Surviving Corporation and all other property, rights, privileges, immunities, powers, franchises and all and every other interest of HME shall be deemed taken and vested in the Surviving Corporation without any further act or deed, and the title to any real estate or interest vested in HME shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all

liens upon any property of either of the Surviving Corporation and HME shall be preserved and unimpaired, limited to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of the Surviving Corporation and HME, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

8. The Board of Directors and the proper officers of HME 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 or the merger herein provided.

9. The effective time and date of the merger herein provided for in the State of Tennessee shall be SEPTEMBER 15, 1998.

10. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, or otherwise, in the Surviving Corporation, the title to any property or rights of HME acquired or to be acquired by or as a result of this Merger, the proper officers of HME shall and will execute and deliver such property deeds, assignments and assurances in law and take such other action as may be necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan.