

P95000014234

LAW OFFICE
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GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
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April 2, 1997

VIA FEDERAL EXPRESS

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

000002132750--7
-04/03/97--01085--006
*****70.00 *****70.00

Re: Concept Medical Corporation
Alternate Medical, Inc.

To Whom This May Concern:

Please find enclosed 2 executed copies of the Articles of Merger for Concept Medical Corporation. I have also enclosed a check in the amount of \$70.00 (\$35 each) to cover the filing costs.

Please indicate your receipt of the enclosures by stamping and dating the duplicate original of each document and returning them in the envelope provided for your convenience. If you have any questions, please let me know.

Sincerely,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs
Enclosures

Copy to: Mr. Kevin Zigarac

COTC2802

APR 7 1997

57 APR -3 PM 12:15

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALTERNATE MEDCIAL, INC., a Florida corporation, L62220

INTO

CONCEPT MEDICAL CORPORATION, a Florida corporation, P95000014234.

File date: April 3, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
CONCEPT MEDICAL CORPORATION
AND
ALTERNATE MEDICAL, INC.
INTO
CONCEPT MEDICAL CORPORATION

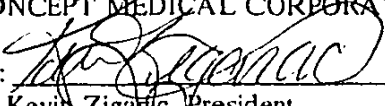
SECRET
DIVISION OF CORPORATE AFFAIRS
97 APR -3 PM 12:15

Pursuant to the provisions of §607.1101 and §607.1104 of the Florida Business Corporation Act, the undersigned Corporations adopt the following Articles of Merger:

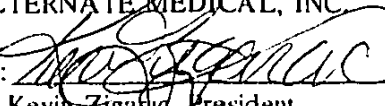
1. **Name.** The name of each constituent corporation is as follows: CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC. The name of the surviving corporation is CONCEPT MEDICAL CORPORATION.
2. **Plan of Merger.** The Agreement and Plan of Merger is attached hereto as Exhibit "A".
3. **Effective Date.** The merger shall become effective at 12:01 o'clock A.M. on the date these Articles of Merger are filed with the State of Florida (hereinafter the "Effective Date").
4. **Authorization of Merger.** The merger pursuant to the Plan of Merger was authorized on April 2, 1997 by written action of all of the shareholders of the common stock of the CONCEPT MEDICAL CORPORATION eligible to vote, and on April 2, 1997 by written action of all of the shareholders of the common stock of the ALTERNATE MEDICAL, INC. eligible to vote.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 2nd day of April, 1997.

CONCEPT MEDICAL CORPORATION

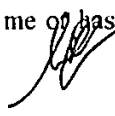
By: 
Kevin Zigahac, President

ALTERNATE MEDICAL, INC.

By: 
Kevin Zigahac, President

STATE OF FLORIDA)
)
COUNTY OF Dade)

The foregoing Articles of Merger were acknowledged before me this 2 day of April, 1997, by Kevin Zigarac of CONCEPT MEDICAL CORPORATION, a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.



Notary Public, State of Florida

Print Name: _____

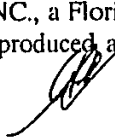
My commission expires: _____

My commission number is: _____

STATE OF FLORIDA)
)
COUNTY OF Dade)

NOTARY PUBLIC, STATE OF FLORIDA
GARY SASLAW
COMMISSION NO: CC-402608
MY COMMISSION EXPIRES
AUG. 23, 1998

The foregoing Articles of Amendment was acknowledged before me this 2 day of April, 1997, by Kevin Zigarac of ALTERNATE MEDICAL, INC., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced a Florida Driver's License as identification.



Notary Public, State of Florida

Print Name: _____

My commission expires: _____

My commission number is: _____

NOTARY PUBLIC, STATE OF FLORIDA
GARY SASLAW
COMMISSION NO: CC-402608
MY COMMISSION EXPIRES
AUG. 23, 1998

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated this 2nd day of April, 1997, by and between CONCEPT MEDICAL CORPORATION, a Florida corporation and ALTERNATE MEDICAL, INC., a Florida corporation.

WITNESSETH:

WHEREAS, the Boards of Directors of CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC. have resolved that CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC., be merged under and pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, into a single corporation existing under the laws of the State of Florida, to-wit: CONCEPT MEDICAL CORPORATION, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of CONCEPT MEDICAL CORPORATION consists of 7,500 shares of common stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of ALTERNATE MEDICAL, INC. consists of 7,500 shares of common stock with a par value of \$1.00 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Florida General Corporation Act of the State of Florida that CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC. shall be, at the effective date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Florida, to-wit: CONCEPT MEDICAL CORPORATION which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. CONCEPT MEDICAL CORPORATION shall adopt this Agreement in accordance with the Florida General Corporate Act of the State of Florida, on or before April 2, 1997.
2. ALTERNATE MEDICAL, INC. shall adopt this Agreement in accordance with the Florida General Corporation Act of the State of Florida, on or before April 2, 1997.
3. The merger shall become effective at 12:01 o'clock A.M. on the date the Articles of Merger are filed with the State of Florida (hereinafter the "Effective Date").

4. On the Effective Date, the separate existence of ALTERNATE MEDICAL, INC. shall cease, and ALTERNATE MEDICAL, INC. shall be merged into CONCEPT MEDICAL CORPORATION which shall be the surviving corporation. The title to all property, real, personal and mixed, or any interest therein, owned by ALTERNATE MEDICAL, INC. shall be vested in CONCEPT MEDICAL CORPORATION without reversion or impairment. CONCEPT MEDICAL CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of ALTERNATE MEDICAL, INC. Any claim existing or action or proceeding pending by or against ALTERNATE MEDICAL, INC. may be continued as if the merger did not occur. Neither the rights of creditors nor any liens upon the property of ALTERNATE MEDICAL, INC. shall be impaired by such merger and may be enforced against CONCEPT MEDICAL CORPORATION to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last officers of CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC. or the corresponding officers of the surviving corporation, may, in the name of CONCEPT MEDICAL CORPORATION or ALTERNATE MEDICAL, INC., execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the surviving corporation may deem necessary or desirable in order to vest, perfect or confirm in the surviving corporation, title and possession of all of the constituent corporations' property, rights, privileges, powers, franchises, immunities and interest and otherwise, to carry out the purposes of this Agreement.

5. The name of the surviving corporation from and after the Effective Date shall be CONCEPT MEDICAL CORPORATION.

6. The Articles of Incorporation of CONCEPT MEDICAL CORPORATION as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the surviving corporation until amended as provided by law.

7. The By-Laws of CONCEPT MEDICAL CORPORATION, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the surviving corporation until amended as provided therein.

8. The manner and basis of converting the shares of the capital stock of the constituent corporations, and the nature and amount of securities of CONCEPT MEDICAL CORPORATION which the holders of shares of CONCEPT MEDICAL CORPORATION's common stock and ALTERNATE MEDICAL, INC.'s, common stock are to receive in exchange for such shares are as follows:

8.1 CONCEPT MEDICAL CORPORATION Common Stock: The holders of shares of CONCEPT MEDICAL CORPORATION common stock shall retain their shares of CONCEPT MEDICAL CORPORATION and no further action on the part of the holder thereof shall be required.

8.2 ALTERNATE MEDICAL, INC. Common Stock: Each one share of ALTERNATE MEDICAL, INC. common stock which shall be issued and outstanding immediately before the Effective Date shall,

by virtue of the merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of CONCEPT MEDICAL CORPORATION's common stock.

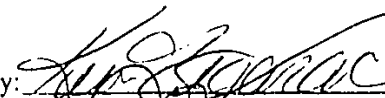
- 8.3 All issued and outstanding shares of ALTERNATE MEDICAL, INC. common stock held immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.
- 8.4 After the Effective Date, certificates evidencing outstanding shares of ALTERNATE MEDICAL, INC. common stock shall evidence the right to the holder thereto to receive certificates for shares of CONCEPT MEDICAL CORPORATION common stock at the applicable rate as aforesaid. Each holder of ALTERNATE MEDICAL, INC. common stock, upon surrender of such certificates to the Treasurer of CONCEPT MEDICAL CORPORATION, who shall act as a transfer agent for such shares to effect the exchange of certificates, shall be entitled upon such surrender to receive and exchange therefor a certificate or certificates representing the number of shares of CONCEPT MEDICAL CORPORATION common stock into which the shares of ALTERNATE MEDICAL, INC. common stock theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each such outstanding certificate for shares of ALTERNATE MEDICAL, INC. common stock shall be deemed for all corporate purposes to evidence the ownership of the shares of CONCEPT MEDICAL CORPORATION common stock into which such shares have been so converted.

IN WITNESS WHEREOF, this Agreement has been executed by CONCEPT MEDICAL CORPORATION and ALTERNATE MEDICAL, INC., on the day and year first above written.

CONCEPT MEDICAL CORPORATION

By: 
Kevin Zigarac, President

ALTERNATE MEDICAL, INC.

By: 
Kevin Zigarac, President