

P95000024532

SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 310-ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431-7313

MICHAEL A. SCHROEDER

W. LAWRENCE LARCHE

ALAN KELLINGRA

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATE LAWYERS

BOCA RATON (407) 241-0300
BROWARD COUNTY (305) 421-0878
TELECOPIER (407) 241-0798

March 24, 1995

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

100001440801
-03/27/95--01105--009
****131.25 ****131.25

Attention: Bureau of Corporate Records

Re: Rx Automation Incorporated

Ladies/Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation of Rx Automation Incorporated along with the Acceptance of Registered Agent.

We also enclose herewith our check in the amount of \$131.25 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Cert. of Good Standing	8.75
	<u>\$131.25</u>

Please return a certified copy of the Articles and Certificate of Good Standing to this office. Thank you.

Sincerely,


MICHAEL A. SCHROEDER

MAS/bmb

Enclosures

cc: Mr. Patrick Gostley
(via regular mail, w/encl.)
(CLIENTS\McCARTER\RXAUTO.SSL) 1180-01

FILED STATE
DIVISION OF CORPORATIONS
95 MAR 27 AM 11

KAN 3-28

ARTICLES OF INCORPORATION

OF

Rx Automation Incorporated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 27 AM 10:11

Article I

Name

The name of the corporation is Rx Automation Incorporated.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: 931 Palm Trail #1, Delray Beach, Florida 33483.

Article V

Capital Stock

The corporation is authorized to issue 2,000,000 shares of \$.01 par value common stock.

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7313 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial director of this corporation is:

Patrick Gostley
931 Palm Trail #1
Delray Beach, Florida 33483

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Michael A. Schroeder, Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

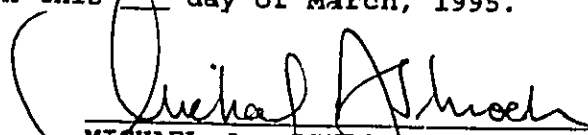
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

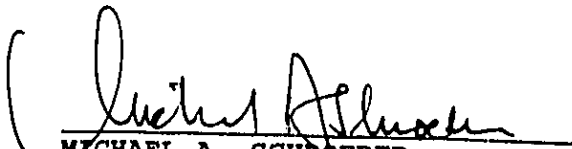
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of March, 1995.


MICHAEL A. SCHROEDER,
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: March 22, 1995


MICHAEL A. SCHROEDER,
Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7313

(GOSTLEY\RXAUTO.ART)

P95000024532

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RX ACQUISITION CORP., a Florida corporation, document number
P97000026211

INTO

RX AUTOMATION INCORPORATED, a Florida corporation, P95000024532.

File date: March 27, 1997

Corporate Specialist: Karen Gibson

P950000 24532

3/26/97

Broad & Cassel

Requester's Name

201 S. Biscayne Blvd. #3000

Address

Miami, FL 33131

City

State

ZIP

Phone

#373-9100 I

VALIDATION ONLY

FILED
97 MAR 27 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002135688-2

-03/27/97-01019-024

*****70.00 *****70.00

CORPORATION(S) NAME

RX Acquisition Corp.

() Profit

() NonProfit

() Amendment

☒ Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

☒ Walk In

() Will Wait

☒ Pick Up

() Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Empire Toll Free: 1-800-432-3028

Merges
10/9/97
3/27

ARTICLES OF MERGER
of
RX ACQUISITION CORP.
(a Florida corporation)
and
RX AUTOMATION INCORPORATED
(a Florida corporation)

FILED
91 MAR 21 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), **RX ACQUISITION CORP.**, a Florida corporation (the "Disappearing Corporation"), and **RX AUTOMATION INCORPORATED**, a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Agreement and Plan of Merger dated as of 1/20, 1997 between the Disappearing Corporation and the Surviving Corporation setting forth the plan of merger for the merger of the Disappearing Corporation with and into the Surviving Corporation (the "Plan of Merger").

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed by the Florida Department of State.

3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the Act by the unanimous written consent of the sole director and sole shareholder of the Disappearing Corporation on Jan. 20, 1997 and all of the directors and the holders of a majority of the outstanding shares of the Surviving Corporation on 1/20, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of **RX ACQUISITION CORP.** and **RX AUTOMATION INCORPORATED** by their respective duly authorized officers, as of the 20th day of January, 1997.

RX ACQUISITION CORP., a Florida corporation

By: Colin N. Jones
Colin Jones, President

RX AUTOMATION INCORPORATED,
a Florida corporation

By: Colin N. Jones
Name: COLIN N. JONES
Title: C.E.O.

AGREEMENT AND PLAN OF MERGER
between
RX AUTOMATION INCORPORATED
(a Florida corporation)
and
RX ACQUISITION CORP.
(a Florida corporation)

This Agreement and Plan of Merger is made and entered into as of 1/20, 1997 between Rx Automation Incorporated, a Florida corporation (the "Surviving Corporation"), and Rx Acquisition Corp., a Florida corporation (the "Disappearing Corporation").

- In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the Surviving Corporation and Disappearing Corporation hereby covenant and agree as follows:

1. In accordance with the provisions of this Agreement and Plan of Merger, and the provisions of the Florida Business Corporation Act (the "Act"), at the Effective Time (as defined below), the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger"), the separate corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (The Disappearing Corporation and the Surviving Corporation are sometimes hereinafter collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on and as of the date Articles of Merger, in the form attached as Exhibit A hereto, are filed with the Florida Department of State (the "Effective Time") in accordance with the applicable provisions of the Act.

3. As of the Effective Time, the Surviving Corporation shall possess and retain every interest in all assets and property of every description of the Constituent Corporations, and all rights, privileges, immunities, powers, franchises and authorities of a public or private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation, without further act or deed. Title to and all interests in any and all real, personal and intangible property and assets vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of consummation of the Merger.

4. At the Effective Time, all obligations and liabilities of each of the Constituent Corporations shall be deemed obligations and liabilities of the Surviving Corporation without further act or deed upon consummation of the Merger and the Surviving Corporation shall be liable for all such obligations and liabilities of each of the Constituent Corporations outstanding as of the Effective Time.

5. At the Effective Time, as a result of the Merger and without any further action on the part of the Constituent Corporations or otherwise:

(a) The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue in effect and shall be the Articles of Incorporation of the Surviving Corporation, without change.

(b) The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall continue in effect and shall be Bylaws of the Surviving Corporation, without change.

(c) Each share of the capital stock of the Surviving Corporation issued and outstanding as of the Effective Time shall be cancelled and converted into common stock of Automated Health Technologies, Inc., the sole shareholder of the Disappearing Corporation ("AHT"), at the conversion rate of one share of common stock of AHT for each share of Surviving Corporation issued and outstanding.

(d) Each share of the Disappearing Corporation issued and outstanding as of the Effective Time shall be cancelled and returned without the payment of any consideration therefor and shall cease to exist.

6. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of each of RX AUTOMATION INCORPORATED and RX ACQUISITION CORP. by their respective duly authorized officers, all as of the date and year first above stated.

RX AUTOMATION INCORPORATED, a Florida corporation

By: Colin H. Jones
Name: COLIN H. JONES
Title: CEO.

RX ACQUISITION CORP., a Florida corporation

By: Colin H. Jones
Colin Jones, President