

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

Brood & Cassel

Regulator'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

800002125668--2  
-03/27/97-01013-024  
\*\*\*\*\*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

CR2E031 (R8-85)

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 27 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 1/22, 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 20<sup>th</sup> 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: P.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: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Colin W. Jones*

COLIN W. JONES

CEO.

**RX ACQUISITION CORP.**, a Florida corporation

By: \_\_\_\_\_

Colin Jones, President

*Colin W. Jones*