

P95000046544

95 JUN 15 AM 10 45
DIVISION 6 CORPORATION

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700001513887
-06/15/95--01050--005
*****700.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WESTERN MEDICAL SERVICES OF TAMPA, INC.
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
JUN 15 1995
CORPORATION
DIVISION 6

Examiner's Initials

SAB
6/15/95

ARTICLES OF INCORPORATION FILED
OF 95 JAN 15 PM 12:35
WESTERN MEDICAL SERVICES OF TAMPA, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **WESTERN MEDICAL SERVICES OF TAMPA, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9500 Koger Boulevard, Suite 104, St. Petersburg, Florida 33702 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Camtu N. Karrenbauer
Vice-President:	Margarita M. Williams
Secretary:	Margarita M. Williams
Treasurer:	Camtu N. Karrenbauer



AMERILAWYER[®]

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Camtu N. Karronbauer
Margarita M. Williams

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



AMERILAWYER[®]

343 ALMIRIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14 day of June, 1995.

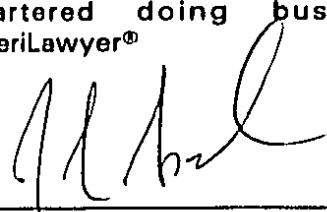


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 

Lawrence J. Spiegel, President

ARTS/NC/SUB

FILED
95 JUN 15 PM 12:50
TALLAHASSEE, FL



P95000046544

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

DIVISION OF REGISTRATION

RECEIVED JUL 14 2009
107/19/05--01004--014
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 11:30

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 JUL 14 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McGee
CRO
7-14

Examiner's Initials

**ARTICLES OF MERGER
OF
MEDICAL TECHNOLOGY INTERNATIONAL, INC.,
a Colorado corporation
into
WESTERN MEDICAL SERVICES OF TAMPA, INC.,
a Florida corporation**

95 JUL 14 AM 11:09
FILED
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLES OF MERGER between **WESTERN MEDICAL SERVICES OF TAMPA, INC.,** a Florida corporation ("Surviving Corporation") and **MEDICAL TECHNOLOGY INTERNATIONAL, INC.,** a Colorado corporation ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

ARTICLE-1

The name of the Surviving corporation has been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**Western Medical Services of Tampa, Inc.,
a Florida Corporation**

ARTICLE-2

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on June 15, 1995.

ARTICLE-3

The name of the Nonsurviving corporation is:

**Medical Technology International, Inc.,
a Colorado Corporation**

ARTICLE-4

The state of domicile of the Nonsurviving corporation is the State of Colorado, and the date of incorporation of the Nonsurviving corporation is November 14, 1994.

ARTICLE-5

The Plan of Merger dated the 28th day of June, 1995 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation on the 28th day of June, 1995 since shareholder approval of the Plan of Merger is not required by the shareholders of the Surviving corporation pursuant to § 607.1103(7)/§ 607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation on the 28th day of June, 1995 since shareholder approval of the Plan of Merger is not required by the shareholders of the Nonsurviving corporation pursuant to § 7-111-103(7) of the Colorado Statutes.

ARTICLE-6

Pursuant to the Plan of Merger, all issued and outstanding shares of Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation with the Surviving corporation being the surviving corporation ("Merger").

ARTICLE-7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 9500 Koger Boulevard, Suite 104, Saint Petersburg, Florida 33702 and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

ARTICLE-8

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost, to any shareholder of any such merging corporation.

ARTICLE-9

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of June, 1995.

WESTERN MEDICAL SERVICES OF TAMPA, INC.,
a Florida corporation

By: Cynthia Nguyen-Kamranbayan
President

By: Margaret M. Williams
Secretary

MEDICAL TECHNOLOGY INTERNATIONAL, INC.,
a Colorado corporation

By: David J. Kuba
President

By: David J. Kuba
Secretary

PLAN OF MERGER

Merger between **WESTERN MEDICAL SERVICES OF TAMPA, INC.**, a Florida corporation (the "Surviving Corp.") and **MEDICAL TECHNOLOGY INTERNATIONAL, INC.**, a Colorado corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s preferred stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.
5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

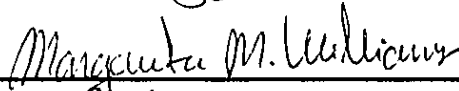
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

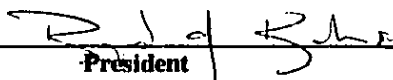
IN WITNESS WHEREOF, the parties have set their hands this 28th day of June, 1995.

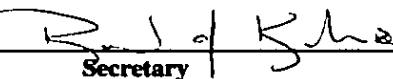
**WESTERN MEDICAL SERVICES OF TAMPA,
INC., a Florida corporation**

By: 
President

By: 
Secretary

**MEDICAL TECHNOLOGY INTERNATIONAL,
INC., a Colorado corporation**

By: 
President

By: 
Secretary

**UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
MEDICAL TECHNOLOGY INTERNATIONAL, INC.,
A COLORADO CORPORATION**

FILED
95 JUL 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as all the members of the Board of Directors of **MEDICAL TECHNOLOGY INTERNATIONAL, INC.**, a Colorado corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions pursuant to § 7-111-101(2) of the Colorado Statutes:

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with **WESTERN MEDICAL SERVICES OF TAMPA, INC.**, a Florida corporation ("Western Medical"), all in accordance with § 7-111-101, and § 7-111-107 of the Colorado Statutes; and

WHEREAS, the Company desires to consummate the Merger; and

WHEREAS, Western Medical and the Company intend to enter into a Plan of Merger (the "Agreement(s)") to consummate the Merger and a draft of the Agreement(s) is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement(s), which terms are incorporated by this reference; and

WHEREAS, after the Plan of Merger and the Agreement(s) have been adopted by this Board, the Board is not required to submit the plan to the Company's shareholders for their approval, in accordance with § 7-111-103(7) of the Colorado Statutes; and

WHEREAS, after the Merger has been approved the Company intends to execute Certificate of Merger and Articles of Merger; and

WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, the Agreements, and all of the transactions contemplated thereby are adopted, approved, and consented to and **RAYMOND JOSEPH KARRENBAUER III**, the Company's President and Secretary, or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary

and appropriate to consummate the transactions contemplated by the Agreements; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are directed to execute Articles of Merger; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to Western Medical and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors of the Company, execute the foregoing corporate action for the purpose of giving their consent to it as of the 28th day of June, 1995.



Director

PLAN OF MERGER

DRAFT

Merger between WESTERN MEDICAL SERVICES OF TAMPA, INC., a Florida corporation (the "Surviving Corp.") and MEDICAL TECHNOLOGY INTERNATIONAL, INC., a Colorado corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s preferred stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of June, 1995.

**WESTERN MEDICAL SERVICES OF TAMPA,
INC., a Florida corporation**

By: Canth Nguyen Kurrenbauer
President

By: Margaret M. Williams
Secretary

**MEDICAL TECHNOLOGY INTERNATIONAL,
INC., a Colorado corporation**

By: Ronald J. Kline
President

By: Ronald J. Kline
Secretary

**UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF
WESTERN MEDICAL SERVICES OF TAMPA, INC.,
A FLORIDA CORPORATION**

FILED
95 JUL 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as all the members of the Board of Directors of Western Medical Services of Tampa, Inc. (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions pursuant to §607.0821 of the Florida Business Corporation Act:

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with **MEDICAL TECHNOLOGY INTERNATIONAL, INC., a Colorado corporation** ("Medical Technology"), all in accordance with §607.1101 and §607.1107 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the Company desires to consummate the Merger; and

WHEREAS, Medical Technology and the Company intend to enter into a Plan of Merger (the "Agreement(s)") to consummate the Merger and a draft of the Agreement(s) is attached as Exhibit "A"; and

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement(s), which terms are incorporated by this reference; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Department of State in accordance with §607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger, the Agreements, and all of the transactions contemplated thereby are adopted, approved, and consented to and **CAMTU N. KARRENBAUER**, the Company's President, or **MARGARITA M. WILLIAMS**, the Company's Secretary, or any of the Company's other officers are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the

Agreements; and

BE IT FURTHER RESOLVED, that the President, or any of the Company's other officers, are directed to execute and file the Articles of Merger with the Florida Department of State; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the Foregoing resolutions to Medical Technology and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors of the Company execute the foregoing corporate action for the purpose of giving their consent to it as of the 28th day of June, 1995.

Carita Nguyen-Karunbauer
Director

Margaret M. Williams
Director

PLAN OF MERGER

D R A F T

Merger between **WESTERN MEDICAL SERVICES OF TAMPA, INC.**, a Florida corporation (the "Surviving Corp.") and **MEDICAL TECHNOLOGY INTERNATIONAL, INC.**, a Colorado corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s preferred stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of June, 1995.

**WESTERN MEDICAL SERVICES OF TAMPA,
INC., a Florida corporation**

By: Cathy Nguyen-Korrbauer
President

By: Margaret M. Williams
Secretary

**MEDICAL TECHNOLOGY INTERNATIONAL,
INC., a Colorado corporation**

By: R. J. K. S. S.
President

By: R. J. K. S. S.
Secretary

P9500046544

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MEDICAL TECHNOLOGY INTERNATIONAL, INC., a Colorado corporation, not
qualified in Florida

INTO

WESTERN MEDICAL SERVICES OF TAMPA, INC., a Florida corporation,
P95000046544.

File date: July 14, 1995

Corporate Specialist: Karen Gibson

P95000046544

(R) 1804 Greenwood Dr.
Oldsmar, FL 34677
(City, State, Zip)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:20

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-12/07/95--01093--015
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEC 11 1995

Examiner's Initials

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:20

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Western Medical Services of Tampa, Inc.

SECOND: The date dissolution was authorized: November 01, 1995

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for

approval by CAROL KARRERBAUER and Margarita Williams"]
(voting group)

Signed this 01 day of November, 19 95

Signature X Carito Nguyen Karrebauer
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Carito Nguyen Karrebauer
(Typed or printed name)

President and Treasurer
(Title)