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Division of Corporations

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P9500084102

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
AUTOMATED HEALTH TECHNOLOGIES, INC.

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* 2 merger documents
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Articles of Merger**

SDR Acquisition Corporation, a Florida corporation,
with and into
Automated Health Technologies, Inc., a Florida corporation

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number
Automated Health Technologies, Inc.*	Florida	P95000084102

* Automated Health Technologies, Inc. is the surviving corporation. Under its restated articles of incorporation pursuant to the plan of merger, its name is being changed to SDR Holding Corp.

Second: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
SDR Acquisition Corporation	Florida	P05000051374

Third: The plan of merger is attached as Exhibit A.

Fourth: The amended and restated articles of incorporation of the surviving corporation are attached as Exhibit B.

Fifth: The merger shall become effective on the date these articles of merger are filed with the Florida Department of State.

Sixth: The plan of merger was adopted by the shareholders of the surviving corporation on April 19, 2005.

Seventh: The plan of merger was adopted by the board of directors of the merging corporation on April 7, 2005. Shareholder approval was not required.

Eighth: Signatures for each corporation:

Automated Health Technologies, Inc.,
a Florida corporation

By _____
Robert D. Lohman, President

SDR Acquisition Corporation,
a Florida corporation

By _____
Frank J.M. ten Brink, Vice President

Exhibit A**Plan of Merger**

This Plan of Merger (the "Plan") dated as of April 29, 2005, provides for the merger (the "Merger") of SDR Acquisition Corporation, a Florida corporation ("MergerSub") with and into Automated Health Technologies, Inc., a Florida corporation ("AHT") as follows:

Article 1**Corporate Existence of the Surviving Corporation**

At the Effective Time of the Merger, MergerSub shall be merged with and into AHT, and AHT shall be the surviving corporation (the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of AHT shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of MergerSub shall be merged into AHT and fully vested in the Surviving Corporation. The separate existence of MergerSub, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger, and AHT and MergerSub shall be and become one single corporation.

Article 2**Certificate of Incorporation of Surviving Corporation**

The articles of incorporation of AHT as of the Effective Time shall be amended and restated as set out in the amended and restated articles of incorporation attached as Exhibit B and, as restated, shall be the articles of incorporation of the Surviving Corporation.

Article 3**Bylaws of Surviving Corporation**

The bylaws of MergerSub in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the bylaws of the Surviving Corporation until amended in accordance with law.

Article 4**Directors and Officers of Surviving Corporation**

The duly qualified and acting directors and officers of MergerSub immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation.

Article 5**Conversion and Exchange of Shares**

At and as of the Effective Time, by virtue of the Merger and without any action on the part of any shareholder of AHT, each issued and outstanding share of the common stock of AHT shall be converted into the right to receive a pro rata portion of the aggregate merger consideration of \$7.3 million in cash, subject to an escrow or holdback of \$2.2 million in cash and to a net working capital adjustment, among certain other adjustments (the "Merger").

Consideration"), There are no issued and outstanding shares of the preferred stock of AHT.

Article 6

Earned Surplus of Surviving Corporation

The earned surplus of the Surviving Corporation shall equal the aggregate of the earned surpluses of AHT and MergerSub immediately prior to the Effective Time of the Merger. This earned surplus shall continue to be available for payment of dividends by the Surviving Corporation.

Article 7

Effective Time of Merger

The "Effective Time" of the Merger shall be at the close of business on the date on which articles of merger are filed with the Florida Department of State.

In witness, the parties have caused this Plan to be signed by their respective duly authorized officers.

Automated Health Technologies, Inc.,
a Florida corporation

By _____

Robert D. Lohman
President

SDR Acquisition Corporation,
a Florida corporation

By _____

Frank J.M. ten Brink
Vice President

Exhibit B

**Amended and Restated Articles of Incorporation
of
SDR Holding Corp.
(formerly Automated Health Technologies, Inc.)**

Article 1

The name of the corporation is: **SDR Holding Corp.**

Article 2

The principal place of business address is:

**28161 North Keith Drive
Lake Forest, Illinois 60045**

The mailing address of the corporation is:

**28161 North Keith Drive
Lake Forest, Illinois 60045**

Article 3

The purpose for which this corporation is organized is any and all lawful business.

Article 4

The number of shares the corporation is authorized to issue is 1,000.


Article 5

The name and Florida street address of the registered agent is:

**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 32301**

Registered agent's acceptance:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: 
(Registered agent's signature)
**Christina M. Eastwine
Assistant Secretary**

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CT Corporation System


(Registered agent's signature)

- 4 -

**Christine M. Eastwine
Assistant Secretary**