

Document Number Only

P96000020758

CT Corporation System

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002439283--6

-02/24/98--01053--024

*****35.00 *****35.00

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*****35.00 *****35.00

IMCOR, Inc. merged into:

IMCOR Implant Corporation

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merge

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

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☐ Photo Copies

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2/24

2/25

*gdy
merger*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

98 FEB 24 PM 4:02

98 FEB 24 AM 11:55

FILED

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

IMCOR, INC., a Florida corporation, P96000020758

INTO

IMCOR IMPLANT CORPORATION, a Delaware corporation not qualified in
Florida.

File date: February 24, 1998

Corporate Specialist: Joy Moon-French

**CERTIFICATE/ARTICLES OF MERGER
BETWEEN
IMCOR, Inc., A FLORIDA CORPORATION,
AND
IMCOR IMPLANT CORPORATION, A DELAWARE CORPORATION**

FILED

98 FEB 24 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Robert S. Ura, President and Chief Executive Officer of both IMCOR, Inc., a Florida corporation, and IMCOR Implant Corporation, a Delaware corporation (collectively, the "Constituent Corporations"), hereby certifies as follows:

1. Attached as Exhibit A hereto is the Agreement and Plan of Merger for the merger of IMCOR Inc., with and into IMCOR Implant Corporation, the surviving corporation, which was duly adopted by the Board of Directors of each of the Constituent Corporations on the 31st day of December, 1997 (this Certificate/Articles of Merger, together with the attached Agreement and Plan of Merger shall constitute a single document).

2. The Agreement and Plan of Merger was approved by the sole shareholder of IMCOR, Inc. on December 31, 1997 pursuant to Florida Statutes Section 607.1103.

3. No shares of capital stock of IMCOR Implant Corporation are issued or outstanding.

4. The merger shall be effective on the filing of these Articles of Merger with the Secretary of State of Delaware.

5. The Certificate of Incorporation of IMCOR Implant Corporation shall be the Certificate of Incorporation of the surviving corporation.


6. The executed Agreement and Plan of Merger is on file at the office of IMCOR Implant Corporation, located at:

5763 Long Brake Circle
Edina, MN 55439

7. A copy of the Agreement and Plan of Merger will be furnished by IMCOR Implant Corporation on request and without cost to any stockholder of any of the Constituent Corporations.

IN WITNESS WHEREOF, the undersigned, being the President and Chief Executive Officer of both IMCOR, Inc., a Florida corporation, and IMCOR Implant Corporation, a Delaware corporation has executed this document on behalf of the respective corporations this 31st day of December, 1997.

IMCOR, Inc., a Florida
corporation

By: 

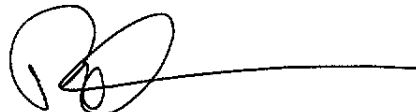
Its: President and Chief
Executive Officer

ATTEST:



Robert S. Ura, Secretary of
IMCOR, Inc.

IMCOR Implant Corporation, a
Delaware corporation

By: 

Its: President and Chief
Executive Officer

ATTEST:



Robert S. Ura, Secretary of
IMCOR Implant Corporation

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is adopted as of December 31, 1997, by and between IMCOR Inc., a Florida corporation ("IMCOR Florida"), and IMCOR Implant Corporation, a Delaware corporation ("IMCOR Delaware"); IMCOR Florida and IMCOR Delaware are collectively referred to as the "Constituent Corporations").

1. Constituent Corporations.

(a) IMCOR Florida is a corporation organized and existing under the laws of the state of Florida. The aggregate number of shares that IMCOR Florida has authority to issue is 100 shares of common stock, no par value per share, of which 24 shares are issued and outstanding.

(b) IMCOR Delaware is a corporation organized and existing under the laws of the State of Delaware. The aggregate number of shares that IMCOR Delaware has authority to issue is 10,000,000 shares of capital stock, none of which are and issued or outstanding.

2. Effective Time. The merger herein contemplated shall become effective after the Plan shall have been adopted by the shareholders of each Constituent Corporation and at the time at which a Certificate of Merger is filed with the Offices of the Secretaries of State of the States of Delaware and Florida in accordance with the requirements of Section 252 of the Delaware General Corporation Law and Florida Statutes Section 607.1105. The time when the merger shall become effective as aforesaid is herein called the "Effective Time of the merger."

3. Surviving Corporation; Corporate Existence. At the Effective Time of the merger:

(a) IMCOR Delaware shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), and IMCOR Florida shall be merged with and into IMCOR Delaware, in accordance with Section 252 of the Delaware General Corporation Law.

(b) The separate existence of IMCOR Florida shall cease.

(c) The corporate existence of the Surviving Corporation shall continue and the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on any account, and all other choses in action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in the Surviving Corporation without any further act or deed. Confirmatory deeds, assignments, or similar instruments to accomplish that vesting may be signed and delivered at any time in the name of a Constituent Corporation by its current officers or, in the case of IMCOR Florida, by its last officers.

The title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert nor in any way become impaired by reason of the merger.

(d) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations. A claim of or against or a pending proceeding by or against a Constituent Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the Constituent Corporation. Neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

(e) Except as required by Section 7(b), the Certificate of Incorporation and Bylaws of IMCOR Delaware in effect at the Effective Time of the merger shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation and shall thereafter continue to be its Certificate of Incorporation and Bylaws until amended as provided by law.

(f) The directors of IMCOR Delaware on the Effective Date of the merger shall be the directors of the Surviving Corporation, and shall hold office from the Effective Time of the merger until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law. If at the Effective Time of the merger a vacancy shall exist on the Board of Directors of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation. The officers of IMCOR Delaware at the Effective Time of the merger shall be the officers of the Surviving Corporation.

4. Manner and Basis of Converting Shares.

The manner and basis of converting the outstanding shares of common stock of the Constituent Corporations into shares of the Surviving Corporation at the Effective Time of the merger shall be as follows:

(a) Except for holders of the Dissenting Shares (as hereinafter defined), each issued and outstanding share of IMCOR Florida common stock shall be exchanged for 100,000 fully paid and nonassessable shares of common stock of the Surviving Corporation.

(b) Any shares of common stock of IMCOR Florida outstanding immediately prior to the Effective Time as to which the holder thereof shall have filed (and not withdrawn), a written notice of dissent in accordance with the requirements of Section 262 of the Delaware General Corporation Law, prior to the vote with respect to the approval of this Plan by the sole shareholder of IMCOR Florida (which shares are herein referred to as the "Dissenting Shares") shall not be converted into shares of IMCOR Delaware common stock under this Plan unless and until the holder thereof shall have failed to perfect or shall have effectively withdrawn or lost his or her rights to payment for his or her common stock of IMCOR Florida under the Delaware General Corporation

Law, Section 262 and Florida Statutes, Section 607.1302. Each holder of Dissenting Shares who becomes entitled, pursuant to the provisions of said Section 262 to payment for his or her Dissenting Shares shall receive payment therefor after the Effective Time from the Surviving Corporation (but only after the amount thereof has been agreed upon or finally determined pursuant to such provisions) and such shares shall be canceled.

(d) At and after the Effective Time of the merger, transfer of shares of common stock of IMCOR Florida outstanding prior to the Effective Time of the merger shall not be made on the stock transfer books of the Surviving Corporation.

5. Conditions. Consummation of this Plan is conditioned upon approval of the Plan by the holders of not less than a majority of the total number of issued and outstanding shares of common stock of IMCOR Florida.

6. Termination and Abandonment. This Plan may be terminated and abandoned prior to the Effective Time by resolutions adopted by the Boards of Directors of each of the Constituent Corporations. In the event that this Plan is terminated or abandoned pursuant to this section or due to the failure to satisfy any of the conditions set forth in Section 5, this Plan shall become void and of no further effect, without any liability on the part of any of the Constituent Corporations or their respective shareholders or directors or officers in respect of such termination and abandonment.

7. Miscellaneous.

(a) For the convenience of the parties hereto, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

(b) Except as otherwise provided in this Plan, nothing herein expressed or implied is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and their respective security holders, any rights or remedies under or by reason of this Plan.

(c) This Plan and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware without regard to conflict of laws provisions contained therein.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan to be signed on its behalf by the undersigned, thereunto duly authorized, on this 31st day of December, 1997.

IMCOR, Inc.

By: /s/ Robert S. Ura
Its: Chief Executive Officer

IMCOR IMPLANT CORPORATION

By: /s/ Robert S. Ura
Its: Chief Executive Officer