

P96000023605

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ISLAND CRITICAL CARE CORP.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Mergers

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DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

ISLAND CRITICAL CARE CORP., a Florida corporation, P96000023605

INTO

ISLAND CRITICAL CARE CORP., a Delaware corporation not qualified in
Florida

File date: December 22, 1999

Corporate Specialist: Darlene Connell

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Articles of Merger

of

Island Critical Care Corp.
(a Florida corporation)

into

Island Critical Care Corp.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Island Critical Care Corp., a Florida corporation (the "Disappearing Corporation"), shall be merged with and into Island Critical Care Corp., a Delaware corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the shareholders of each of the Constituent Corporations on December 21, 1999.

Corporate Creations International Inc.
941 Fourth St. Suite 200
Miami Beach, FL 33139
(305) 672-0686

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These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of December 21, 1999.

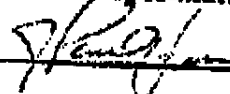
Island Critical Care Corp.,
a Florida corporation

By: 

Name: J. Paul Hines

Title: President

Island Critical Care Corp.,
a Delaware corporation

By: 

Name: J. Paul Hines

Title: President

Corporate Creations International Inc.
941 Fourth St. Suite 200
Miami Beach, FL 33139
(305) 672-0686

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Plan of Merger

between

**Island Critical Care Corp.
(a Florida corporation)**

and

**Island Critical Care Corp.
(a Delaware corporation)**

Plan of Merger adopted on December 21, 1999 by the Board of Directors of Island Critical Care Corp., a Florida corporation (the "Disappearing Corporation"), and Island Critical Care Corp., a Delaware corporation (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent

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Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Island Critical Care Corp.,
a Florida corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

Island Critical Care Corp.,
a Delaware corporation

By: J. Paul Hines

Name: J. Paul Hines

Title: President

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