

P96000041145

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MERGER OR SHARE EXCHANGE
DYNAMIC HEALTHCARE TECHNOLOGIES, INC.

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Merger

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De

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLLABORATIVE MEDICAL SYSTEMS CORP., a Florida corporation,
P96000096657

INTO

DYNAMIC HEALTHCARE TECHNOLOGIES, INC., a Florida entity,
P96000041145

File date: September 23, 1999

Corporate Specialist: Darlene Connell

**ARTICLES AND PLAN OF MERGER
OF
COLLABORATIVE MEDICAL SYSTEMS CORP.,
a Florida corporation,
WITH AND INTO
DYNAMIC HEALTHCARE TECHNOLOGIES, INC.,
a Florida corporation**

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic parent corporation and the domestic wholly-owned subsidiary corporation herein named do hereby adopt the following Articles and Plan of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Collaborative Medical Systems Corp. ("CoMed").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Florida and is to be the surviving corporation, is Dynamic Healthcare Technologies, Inc. ("DHT").
3. The number of outstanding shares of CoMed is 100, all of which are of one class and all of which are owned by DHT.
4. The following is the Plan of Merger for merging CoMed, with and into DHT, as approved by the Board of Directors of CoMed on September 21, 1999, and by the Board of Directors of DHT on September 21, 1999.
 - a. DHT, which is a corporation of the State of Florida and is the owner of all of the issued and outstanding shares of common stock of CoMed, which is a corporation of the State of Florida, hereby merges CoMed with and into DHT pursuant to the provisions of the Florida Business Corporation Act.
 - b. The separate existence of CoMed shall cease upon the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act and DHT shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

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- c. The issued shares of CoMed shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
- d. The shareholders of the subsidiary, CoMed, may be entitled if they comply with the provisions of the Florida Business Corporation Act regarding rights of dissenting shareholders, to be paid the fair value of their shares.
- e. The Board of Directors and the proper officers of DHT are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. DHT, as the holder of all of the outstanding shares of CoMed, has waived the mailing of the copy of the Plan of Merger to itself.

6. Shareholder approval was not required pursuant to the Florida Business Corporation Act with respect to the shareholders of DHT.

7. The merger herein provided for shall become effective in the State of Florida upon filing of these Articles and Plan of Merger.

Executed on September 21, 1999.

COLLABORATIVE MEDICAL SYSTEMS
CORP., a Florida corporation

By: 

Mitchel J. Laskey, President

DYNAMIC HEALTHCARE TECHNOLOGIES,
INC., a Florida corporation

By: 

Mitchel J. Laskey, President

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