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COBLENTZ, PATCH, DUFFY & BASS LLP

ATTORNEYS AT LAW

222 KEARNY STREET, 7TH FLOOR SAN FRANCISCO, CALIFORNIA 94108-4510
TELEPHONE: 415-391-4800 FACSIMILE: 415-989-1663

Author's Direct Dial: (415) 772-5750
Email: bak@cpdb.com

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 31, 2001

9423-001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Isomed, Inc./IMI Biomed, Inc.

Dear Madam/Sir:

In connection with the merger of the above-referenced California and Florida corporations, I enclose an original and a copy of Articles of Merger, with attached Plan of Merger. Please file the merger documents as soon as possible. Also enclosed is a check in the amount of \$78.75 for the filing fees and a certified copy.

Please call me if you have any questions. Thank you for your help.

Very truly yours,

Merger
8-7-01
PJS

Beth Kamieniecki

Beth Kamieniecki
Senior Corporate Legal Assistant

Enclosures

cc: Dr. Young W. Cho
Paul J. Tauber, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING:

ISOMED, INC., a Florida corporation, P96000068602

INTO

IMI BIOMED, INC., a California entity not qualified in Florida

File date: August 1, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

OF

ISOMED, INC.

AND

IMI BIOMED, INC.

FILED

01 AUG -1 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Isomed, Inc. with and into IMI Biomed, Inc., a California corporation.

2. The shareholders of Isomed, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on July 31, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Isomed, Inc. with and into IMI Biomed, Inc. is permitted by the laws of the jurisdiction of organization of IMI Biomed, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of IMI Biomed, Inc. was July 31, 2001.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 10:00 a.m. on July 31, 2001.

Executed on July 31, 2001.

Isomed, Inc.

By:


Dr. Young W. Cho, President

IMI Biomed, Inc.

By:


Dr. Young W. Cho, President

PLAN OF MERGER

This PLAN OF MERGER was adopted on July 31, 2001 by resolution of the Board of Directors of Isomed, Inc., a business corporation organized under the laws of the State of Florida, and adopted on July 31, 2001 by resolution of the Board of Directors of IMI Biomed, Inc., a business corporation organized under the laws of the State of California. The names of the corporations planning to merge are Isomed, Inc., a business corporation organized under the laws of the State of Florida, and IMI Biomed, Inc., a business corporation organized under the laws of the State of California. The name of the surviving corporation into which Isomed, Inc. plans to merge is IMI Biomed, Inc.

1. Isomed, Inc. and IMI Biomed, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of IMI Biomed, Inc. be merged with and into a single corporation, to wit, IMI Biomed, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Isomed, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into Twelve Thousand (12,000) shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.