

P97000033060

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May 14, 1999

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

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-05/24/99--01004--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Merger of Avid Medical, Inc., a Florida corporation, into its parent, Avid Medical, Inc., a Delaware corporation

Dear Sir or Madam:

Please find enclosed the Articles of Merger and the Plan of Merger to consummate the merger described above. Avid Medical, Inc., a Delaware corporation, owns 100% of the outstanding shares of Avid Medical, Inc., a Florida corporation. We are filing herewith the Application for Foreign Corporation for Authorization to Transact Business in Florida of Avid Medical, Inc., a Delaware corporation. Following the merger, Avid Medical, Inc., a Florida corporation, will cease to exist, and Avid Medical, Inc., a Delaware corporation, will be qualified in Florida.

The merger involves 2 corporations and we would like to receive a certified copy of the Articles of Merger; enclosed is a check for \$78.75.

Thank you for your assistance. Please contact me with any questions.

Sincerely,

*Howard R. Philips*

Howard R. Philips

Enclosures

FILED  
99 MAY 18 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger

ILL

MAY 21 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AVID MEDICAL, INC., a Florida corporation, P97000033060.

INTO

**AVID MEDICAL, INC..** a Delaware corporation not qualified in Florida

File date: May 18, 1999

Corporate Specialist: Thelma Lewis

## ARTICLES OF MERGER

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 is:

<u>Name</u>	<u>Jurisdiction</u>
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Avid Medical, Inc.	Delaware
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**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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Avid Medical, Inc.	Florida
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FILED  
99 MAY 18 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The Plan of Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on April 14, 1999 and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the board of directors of the merging corporation on April 14, 1999 and shareholder approval was not required.

**Seventh:** The merger is permitted under the respective laws of all applicable jurisdictions.

IN WITNESS WHEREOF, Avid Medical, Inc., has caused this Certificate to be signed in its name and on its behalf by Michael Sahady, President, and its Corporate Seal to be hereunto affixed and attested to by its Secretary on the 14<sup>th</sup> day of May, 1999.

ATTEST

  
\_\_\_\_\_  
G. Donald Markle, Secretary

AVID MEDICAL, INC., a Florida  
corporation

By: 

Michael Sahady, President

[SEAL]

## **PLAN OF MERGER**

The following plan of merger is adopted in compliance with section 607.1104, Florida Statutes ("Florida Law") and section 253 of the General Corporation Law of the State of Delaware ("Delaware Law").

**First:** The name and jurisdiction of the parent corporation ("Parent Corporation"), for purposes of Florida Law owning at least 80 percent, and for Delaware Law owning at least 90 percent, of the outstanding shares of each class of the subsidiary corporation is, Avid Medical, Inc., a Delaware corporation.

**Second:** The name and jurisdiction of the subsidiary corporation ("Subsidiary Corporation") is Avid Medical, Inc., a Florida corporation.

**Third:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State (the "Effective Date").

**Fourth:** As a result of the merger, all rights, privileges, immunities, powers and franchises of a public or private nature, and all property, real, personal or mixed, of Subsidiary Corporation shall be taken and deemed to be transferred, and shall be vested in Parent Corporation without further act or deed; but Parent Corporation shall thenceforth be liable for all debts, liabilities, obligations, duties and penalties of Subsidiary Corporation, and all such debts, liabilities, obligations, duties and penalties shall thenceforth attach to Parent Corporation and may be enforced against it to the same extent as if the debts, liabilities, obligations, duties and penalties had been incurred or contracted by Parent Corporation. When requested by Parent Corporation, Subsidiary Corporation shall execute and deliver all deeds and other instruments deemed by Parent Corporation to be necessary in order to vest Parent Corporation with title to and possession of all rights and property of Subsidiary Corporation. As of the Effective Date, the separate corporate existence of Subsidiary Corporation shall cease and Parent Corporation shall continue in existence as the parent corporation.

**Fifth:** The Parent Corporation owns 100% of the issued and outstanding shares of all classes of stock of the Subsidiary Corporation; therefore, no property, shares, or other securities or consideration of any type will be distributed or issued to the Subsidiary Corporation in connection with or as a result of the Merger and all shares of stock of the Subsidiary Corporation shall be canceled as of the Effective Date.

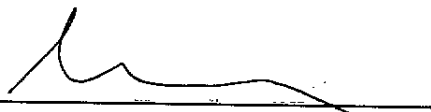
**Sixth:** The Parent Corporation owns 100% of the issued and outstanding shares of all classes of stock of the Subsidiary Corporation and the Board of Directors of each of the Parent Corporation and the Subsidiary Corporation has approved the Merger on the terms and conditions set forth in this Plan of Merger; therefore, there are no dissenting shareholders to the merger.

**Seventh:** The Parent Corporation has waived in writing the requirement of having a copy or a summary of this Plan of Merger mailed to the Parent Corporation and the Subsidiary Corporation has waived in writing the requirement of having a copy or a summary of this Plan of Merger mailed to the Subsidiary Corporation.

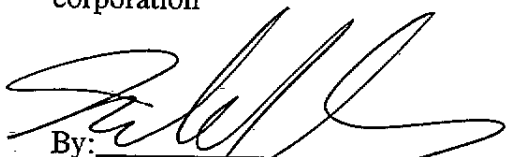
**Eighth:** The Parent Corporation appoints the Florida Secretary of State as its agent to accept service of process in any suit or other proceedings. The address to which a copy of such process shall be mailed is: Avid Medical, Inc., 9000 Westmont Drive, Toana, Virginia 23168.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be signed in its name and on its behalf by Michael Sahady, President, and its Corporate Seal to be hereunto affixed and attested to by its Secretary on the 14<sup>th</sup> day of May, 1999.

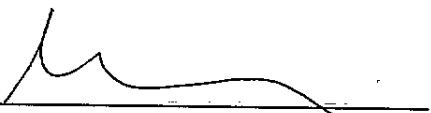
ATTEST

  
\_\_\_\_\_  
G. Donald Markle, Secretary

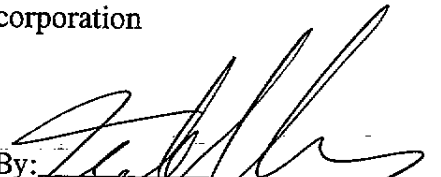
AVID MEDICAL, INC., a Delaware  
corporation

By:  [SEAL]  
\_\_\_\_\_  
Michael Sahady, President

ATTEST

  
\_\_\_\_\_  
G. Donald Markle, Secretary

AVID MEDICAL, INC., a Florida  
corporation

By:  [SEAL]  
\_\_\_\_\_  
Michael Sahady, President