

P 98000026433



ACCOUNT NO. : 072100000032

REFERENCE : 786384 4313159

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzit*

ORDER DATE : August 3, 2000

ORDER TIME : 10:29 AM

ORDER NO. : 786384-005

CUSTOMER NO: 4313159

CUSTOMER: Michael L. Sufott, Esq  
Berlack, Israels & Lieberman  
120 West 45th Street

New York, NY 10036

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 AUG -7 PM 4:27

FILED

ARTICLES OF MERGER

300003347373--4

VECTOR MEDICAL TECHNOLOGIES,  
INC. (FLORIDA CORPORATION)

INTO

VECTOR MEDICAL TECHNOLOGIES,  
INC. (A DELAWARE CORPORATION)

*Merger  
8-11-00  
MJS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX ~~PLAIN~~ STAMPED COPY  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

CONTACT PERSON: Janna Wilson

00 AUG -7 AM 11:27

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED

*X02250, 00561, 00711, 02277  
00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 7, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: VECTOR MEDICAL TECHNOLOGIES, INC.  
Ref. Number: P98000026433

We have received your document for VECTOR MEDICAL TECHNOLOGIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

*Annette, please  
call me with  
any questions.*

Letter Number: 600A00042598

**RECEIVED**  
Please give original  
Please give original  
on date of filing date.  
Submission date as file date.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 AUG - 9 PM 2:26

RECEIVED

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 10, 2000

CSC

TALLAHASSEE, FL

SUBJECT: VECTOR MEDICAL TECHNOLOGIES, INC.  
Ref. Number: P98000026433

We have received your document for VECTOR MEDICAL TECHNOLOGIES, INC.. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler  
Document Specialist

Letter Number: 200A00043211

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
00 AUG 11 AM 11:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VECTOR MEDICAL TECHNOLOGIES, INC., a Florida corporation,  
P98000026433

INTO

VECTOR MEDICAL TECHNOLOGIES, INC., a Delaware corporation not  
qualified in Florida.

File date: August 7, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

**VECTOR MEDICAL TECHNOLOGIES, INC.**  
(a Florida Corporation)

**FILED**

00 AUG -7 PM 4:27

AND

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**VECTOR MEDICAL TECHNOLOGIES, INC.**  
(a Delaware Corporation)

(Pursuant to Section 1104 of the Florida Business Corporation Act)

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 Vector Medical Technologies, Inc., a Florida corporation ("Vector FL"), with and into Vector Medical Technologies, Inc., a Delaware corporation ("Vector DE").

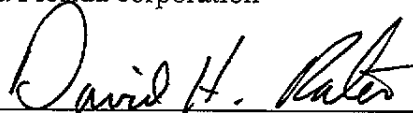
2. The effective time and date of the merger herein provided for in the State of Florida shall be upon the filing of these Articles of Merger by the Department of State.

3. Pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, approval by the shareholders of Vector FL and Vector DE, respectively, of the merger herein provided for is not required

4. The Plan of Merger has been authorized by the Board of Directors of Vector FL by resolution dated July 18, 2000 and by the Board of Directors of Vector DE by resolution dated July 18, 2000.

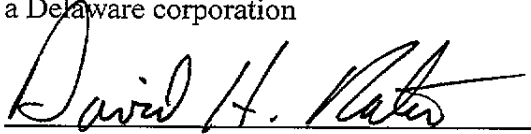
Executed as of July 18, 2000.

**VECTOR MEDICAL TECHNOLOGIES, INC.**  
a Florida corporation



Name: David H. Fater  
Title: Chief Financial Officer

**VECTOR MEDICAL TECHNOLOGIES, INC.**  
a Delaware corporation



Name: David H. Fater  
Title: Chief Financial Officer

**PLAN OF MERGER** adopted on July 18, 2000 by resolution of the Board of Directors of Vector Medical Technologies, Inc., a business corporation organized under the laws of the State of Florida ("Vector FL"), and adopted on July 18, 2000 by resolution of the Board of Directors of Vector Medical Technologies, Inc., a business corporation organized under the laws of the State of Delaware ("Vector DE"). The names of the corporations planning to merge are Vector FL, a business corporation organized under the laws of the State of Florida, and Vector DE, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Vector FL plans to merge is Vector DE.

1. Vector FL and Vector DE, shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the provisions of the General Corporation Law of the State of Delaware ("DGCL"), be merged with and into a single corporation, to wit, Vector DE, 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 DGCL. The separate existence of Vector FL, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease as the effective time and date of the merger in accordance with the provisions of the FBCA.

2. The Certificate of Incorporation of Vector DE at the effective time and date of the merger in Delaware shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

3. The bylaws of Vector DE at the effective time and date of the merger in Delaware shall be the bylaws of the 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 DGCL.

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

5. Each share of the capital stock of the non-surviving corporation which is issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) similarly designated share of the capital stock of the surviving corporation. The issued shares of capital stock of the surviving corporation which are issued and outstanding immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, but each said share shall be surrendered and extinguished.

6. Each warrant, option or other right to acquire shares of the capital stock of the non-surviving corporation, issued and outstanding immediately prior to the effective time and date of the merger, shall, at the effective time and date of the merger, be converted into a warrant, option or other right to acquire, on the same terms and subject to the same conditions, the same number of similarly designated shares of the capital stock of the surviving corporation.

7. After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of Vector FL may surrender the same to Vector DE at its office in Boca Raton, Florida, or to its transfer agent and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of Vector DE. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of Vector FL shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of Vector DE.

8. The Plan of Merger herein made shall be authorized by the Board of Directors of Vector FL in the manner prescribed by the FBCA and by the shareholder of the surviving corporation in the manner prescribed GCLD.

9. In the event that the Plan of Merger shall have been approved by the Board of Directors of the non-surviving corporation in the manner prescribed by the provisions of the FBCA, 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 DGCL, 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 Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. 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 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.