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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

10-16-07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** IHL Custom Sterile, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brenda Lee Hamilton, Esq.

(Contact Person)

Hamilton & Lehrer, P.A.

(Firm/Company)

101 Plaza Real South, Suite 201

(Address)

Boca Raton, FL 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

Brenda Lee Hamilton, Esq.

(Name of Contact Person)

At ( 561 )

416-8956

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IHL Custom Sterile, Inc.	Florida	P98000076221

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EDI Custom Sterile, Inc.	Florida	P07000071724
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 8, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 8, 2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

IHL Custom Sterile, Inc.



Kurt Tarter

EDI Custom Sterile, Inc.



Kurt Tarter

### Plan of Merger

The following Plan of Merger is submitted in compliance with section 607.1101 of Florida Statutes, in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving Corporation is IHL Custom Sterile, Inc.; a Florida Corporation.
2. The name and jurisdiction of the merging Corporation is EDI Custom Sterile, Inc., a Florida Corporation.

The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

3. The terms of the merger are set forth below as follows:

- i. On the Effective Date (as defined in 3 ii below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.
- ii. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").
- iii. Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent corporation shall remain unimpaired; and (d) the name of the Surviving Corporation shall remain IHL Custom Sterile, Inc., without further act or deed.
- iv. Upon the Effective Date: (a) The Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation; (b) The Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

4. The manner and basis of converting shares of each corporation into shares is as follows: Upon the Effective Date, the Shareholders of the Merging Corporation shall exchange the one (1) share of the capital stock of the Merging Corporation outstanding

for one (1) share of the common stock of the Surviving Company. The issued and outstanding of capital stock of the Merging Corporation shall be automatically cancelled, without any action on the part of the holder thereof.

5. Promptly upon adopting this Plan, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.