

P99000009732



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AZE Medical Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

A.Z.E. MEDICAL, INC., a nonqualified New York corporation

INTO

A.Z.E. MEDICAL, INC., a Florida corporation, P99000009732

File date: February 10, 1999

Corporate Specialist: Susan Payne



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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 1999

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: A.Z.E. MEDICAL, INC.
Ref. Number: P99000009732

We have received your document for A.Z.E. MEDICAL, INC. and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The document must have original signatures.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 099A00004863

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

A.Z.E. MEDICAL, INC.
(a New York corporation)

AND

A.Z.E. MEDICAL, INC.
(a Florida corporation)

To the Secretary of State
State of Florida

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

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging A.Z.E. Medical, Inc., a New York corporation ("A.Z.E.-New York") with and into A.Z.E. Medical, Inc., a Florida corporation ("A.Z.E.-Florida")

SECOND: The merger of A.Z.E.-New York with and into A.Z.E.-Florida is permitted by the laws of the jurisdiction of organization of A.Z.E.-New York and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of A.Z.E.-New York was February 1, 1999.

THIRD: The shareholders of A.Z.E.-Florida entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on February 1, 1999.

Executed on this 5th day of February, 1999.

A.Z.E. MEDICAL, INC.
(a New York corporation)

By: Jeffrey Feigenbaum
Name: Jeffrey Feigenbaum
Title: President

A.Z.E. MEDICAL, INC.
(a Florida corporation)

By: Jeffrey Feigenbaum
Name: Jeffrey Feigenbaum
Title: Vice President and Treasurer

AGREEMENT AND PLAN OF MERGER
of
A.Z.E. MEDICAL, INC.
(a New York corporation)
and
A.Z.E. MEDICAL, INC.
(a Florida corporation)
into
A.Z.E. MEDICAL, INC.
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER dated February 1, 1999 by and between A.Z.E. Medical, Inc., a New York corporation ("A.Z.E.-New York"), and A.Z.E. Medical, Inc., a Florida corporation ("A.Z.E.-Florida").

A.Z.E.-New York has authority to issue 200 shares of Common Stock, no par value ("New York Common Stock"), of which 95 shares are issued and outstanding.

A.Z.E.-Florida has authority to issue 1,000 shares of Common Stock, all of which are of a par value of \$1.00 ("Florida Common Stock"), of which 95 shares are issued and outstanding.

The respective Boards of Directors of A.Z.E.-New York and A.Z.E.-Florida have determined that it is advisable and to the advantage of said two corporations that A.Z.E.-New York merge with and into A.Z.E.-Florida, upon the terms and conditions herein provided.

The respective Boards of Directors of A.Z.E.-New York and A.Z.E.-Florida have approved and adopted this Merger Agreement and have directed that this Merger Agreement be submitted to a vote of the sole shareholder of the respective parties.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties agree as follows:

1. Merger. The names of the constituent corporations are A.Z.E. Medical, Inc., a New York corporation, and A.Z.E. Medical, Inc., a Florida corporation. Subject to Paragraph 10 hereof regarding conditions, A.Z.E.-New York shall be merged with and into A.Z.E.-Florida and A.Z.E.-Florida shall survive the merger (the "Merger"). The Merger shall become effective upon the filing of appropriate certificates of merger with the Secretaries of State of New York and Florida and whichever date of filing is the latest shall be deemed the effective date of the merger (the "Effective Date").

2. Outstanding Shares. The designation and number of outstanding shares of each class of the constituent corporations is as follows:

- (a) A.Z.E.-New York: 95 shares of Common Stock, no par value, all of which are of one class and all of which are entitled to vote.
- (b) A.Z.E.-Florida: 95 shares of Common Stock, all of which are of \$1.00 par value, all of which are of one class and all of which are entitled to vote.

3. Directors and Officers. The directors and officers of A.Z.E.-Florida shall remain the directors and officers of A.Z.E.-Florida as the surviving corporation on the Effective Date until the expiration of their current terms as such or until their prior resignation, removal or death.

4. Certificate of Incorporation. The Certificate of Incorporation of A.Z.E.-Florida, as in effect on the Effective Date, shall continue to be the Certificate of Incorporation of A.Z.E.-Florida as the surviving corporation without change or

amendment until further amended in accordance with the provisions thereof and applicable laws.

5. By-Laws. The By-Laws of A.Z.E.-Florida, as in effect on the Effective Date, shall continue to be the By-Laws of A.Z.E.-Florida as the surviving corporation without change or amendment until further amended in accordance with the provisions of such By-Laws, the Certificate of Incorporation of A.Z.E.-Florida, and applicable laws.

6. Succession. On the Effective Date, all of the following shall occur:

(a) A.Z.E.-Florida shall succeed to all the rights and obligations of A.Z.E.-New York and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of A.Z.E.-New York.

(b) Any and all of the rights, privileges, powers and franchises of A.Z.E.-New York, and all property, real, personal, and mixed, including but not limited to, subscriptions for stock, and all debts due to A.Z.E.-New York on whatever account, shall be vested in A.Z.E.-Florida.

(c) All property, rights, privileges, powers and franchises and all and every other interest of A.Z.E.-New York shall be thereafter as effectually the property of A.Z.E.-Florida as they were of A.Z.E.-New York, and the title to any real estate vested by deed or otherwise in A.Z.E.-New York shall not revert or be in any way impaired.

(d) All rights of creditors and all liens upon any property of A.Z.E.-New York shall be preserved unimpaired, and all debts, liabilities and duties of A.Z.E.-New York, including those of any employee benefit plan, shall

thenceforth attach to A.Z.E.-Florida and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(e) All corporate acts, plans, policies, agreements, approvals and authorizations of A.Z.E.-New York, its shareholders, Board of Directors and committees thereof, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, approvals and authorizations of A.Z.E.-Florida and shall be as effective and binding thereon as the same were with respect to A.Z.E.-New York.

(f) The employees and agents of A.Z.E.-New York shall become the employees and agents of A.Z.E.-Florida and shall continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of A.Z.E.-New York.

7. Stock of A.Z.E.-New York. Upon the Effective Date, by virtue of the Merger and without any action on the part of the directors or shareholders thereof, each share of New York Common Stock issued and outstanding or held in the treasury of A.Z.E.-New York immediately prior thereto shall be canceled and retired, and no new shares of Common Stock or other securities of A.Z.E.-Florida shall be issuable with respect thereto.

8. Book Entries. As of the Effective Date, entries shall be made upon the books of A.Z.E.-Florida in accordance with the following:

(a) The assets and liabilities of A.Z.E.-Florida shall be recorded at the same amounts at which they were carried on the books of A.Z.E.-New York immediately prior to the Effective Date, with appropriate

adjustments to reflect the retirement of the 95 shares of New York Common Stock currently issued and outstanding.

(b) There shall be credited to the common stock account of A.Z.E.-Florida the aggregate amount of the par value of all shares of New York Common Stock resulting from the retirement of New York Common Stock pursuant to the Merger.

(c) There shall be credited to the retained earnings account of A.Z.E.-Florida the amount carried in the retained earnings account of A.Z.E.-New York immediately prior to the Effective Date.

9. Further Assurances. From time to time, as and when required by A.Z.E.-Florida or by its successors and assigns, there shall be executed and delivered on behalf of A.Z.E.-New York such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in A.Z.E.-Florida the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of A.Z.E.-New York, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of A.Z.E.-Florida are fully authorized in the name and on behalf of A.Z.E.-New York or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

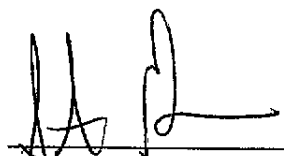
10. Conditions. Consummation of the Merger is conditioned upon the adoption and approval of this Merger Agreement and the Merger by the vote of the holders of the shares of New York Common Stock entitled to vote thereon and by the vote of the holders of the shares of Florida Common Stock entitled to vote thereon.

11. Amendment. At any time prior to the Effective Date, this Merger Agreement may be amended in any manner permitted under applicable law as may be determined in the judgment of the respective Boards of Directors of A.Z.E.-Florida and A.Z.E.-New York to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement; provided, however, that such amendments may not, in the judgment of the Board of Directors of A.Z.E.-New York, materially adversely affect the rights and interests of the shareholders of A.Z.E.-New York.

12. Shareholder Approval. Each of the respective parties shall submit for approval this Merger Agreement to the holders of the outstanding shares of each class of its capital stock entitled to vote thereon.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year first written above.

ATTEST:



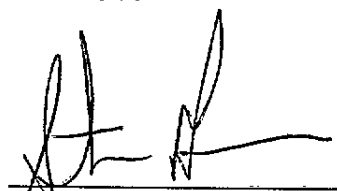
Steven Gorn, Secretary

A.Z.E. Medical, Inc.
(a New York corporation)

By: 


Jeffrey Feigenbaum, President

ATTEST:



Steven Gorn, Secretary

A.Z.E. Medical, Inc.
(a Florida corporation)

By: 

Stuart Meadow, President