

515953

LAW OFFICES

GUILLERMO A. RUIZ, P.A.

2901 FIFTH AVENUE NORTH

P. O. BOX 12787

ST. PETERSBURG, FLORIDA 33733

GUILLERMO A. RUIZ
LINDA LEE WYNN

TELEPHONE (813) 321-2728
FAX (813) 321-9104

May 19, 1997

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-05/21/97--01094--001
*****70.00 *****70.00

RE: Articles of Merger
D.L.T. Home Oxygen, Inc. and
D.L.T. Home Oxygen of Duval, Inc.

Gentlemen:

Enclosed herein for filing in reference to the captioned matter please find original and one copy of the Articles of Merger with attached copies of Plan of Merger, Adoption of Plan of Merger - Resolution of Board of Directors and Shareholders of D.L.T. Home Oxygen, Inc. and, Adoption of Plan of Merger - Resolution of Board of Directors and Shareholders of D.L.T. Home Oxygen of Duval, Inc. Also enclosed is my check made payable to your office in the sum of \$70.00 representing payment for the filing fees.

Please file the original of these Articles of Merger and return to my office the copy stamped with the appropriate filing data, and your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

Guillermo A. Ruiz

GAR/ms

Enclosures

97 MAY 21 AM 10:35
MERGER
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TEL MAY 20 1997

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

D.L.T. HOME OXYGEN OF DUVAL, INC., a Florida corporation, P94000072184

INTO

D.L.T. HOME OXYGEN, INC., a Florida corporation, S15953.

File date: May 21, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

D.L.T. HOME OXYGEN, INC.

AND

D.L.T. HOME OXYGEN OF DUVAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 AM 10:36

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are D.L.T. HOME OXYGEN, INC. and D.L.T. HOME OXYGEN OF DUVAL, INC. D.L.T. HOME OXYGEN, INC. is the surviving corporation.

2. On May 1, 1997 the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: See Attached copy of Plan of Merger.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of shares Outstanding	Designation of Class	Number of Shares
D.L.T. HOME OXYGEN, INC.	100	Common NPV	100
D.L.T. HOME OXYGEN OF DUVAL, INC.	51	Common NPV	51

4. As to each of the undersigned corporations, the total number of shares voted for and against the Plan, respectively, and as to any class entitled

to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For For	Voted Against Against
D.L.T. HOME OXYGEN, INC.	- 100 -	- 0 -	Common NPV	100	-0-
D.L.T. HOME OXYGEN OF DUVAL, INC.	- 51 -	- 0 -	Common NPV	51	-0-

DATED: May 1, 1997.

D.L.T. HOME OXYGEN, INC.

By:

Arvelio de la Torre,
President

D.L.T. HOME OXYGEN OF DUVAL, INC.

By:

Arvelio de la Torre,
President

STATE OF FLORIDA :
: SS
COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared ARVELIO DE LA TORRE, who is known to me personally and who being first duly sworn, deposes and says: that he is the President of D.L.T. HOME OXYGEN, INC. and the President of D.L.T. HOME OXYGEN OF DUVAL, INC.; that he has read the foregoing Articles of Merger and the matters and facts set forth therein are true and correct to the best of his knowledge, information and belief; and that he has signed this document for the purposes therein intended.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid, this 14th day of May, 1997.

(SEAL)



BARBARA J FLYNN
My Commission CC405292
Expires Sep. 08, 1998
Bonded by HAI
800-422-1553

NOTARY PUBLIC, State of Florida

Name: BARBARA J. FLYNN

Address: 2901-5th AVE. N.

ST. PETERSBURG, FL 33713

Commission Expires: 9/16/98

PLAN OF MERGER

Plan of merger dated the 1st day of May, 1997 between D.L.T. HOME OXYGEN, INC., referred to as the surviving corporation, and D.L.T. HOME OXYGEN OF DUVAL, INC., referred to as the absorbed corporation.

A. D.L.T. HOME OXYGEN, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2300 Tall Pines Drive, Suite #126, Largo, FL 34641.

B. D.L.T. HOME OXYGEN, INC. has a capitalization of 100 authorized shares of common stock having no par value, of which 100 shares are issued and outstanding.

C. D.L.T. HOME OXYGEN OF DUVAL, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 2300 Tall Pines Drive, Suite #126, Largo, FL 34641.

D. D.L.T. HOME OXYGEN OF DUVAL, INC. has a capitalization 100 authorized shares of common stock having no par value, of which 51 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem its desirable and in the best interests of the corporations and their shareholders that D.L.T. HOME OXYGEN OF DUVAL, INC. be merged into D.L.T. HOME OXYGEN, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. *Merger.* D.L.T. HOME OXYGEN OF DUVAL, INC. shall merge with and into D.L.T. HOME OXYGEN, INC., which shall be the surviving corporation.

Section Two. *Terms and Conditions.* On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. *Conversion of Shares.* The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows: the conversion shall be effected as follows: after the effective date of the merger, each holder of certificates for shares of common stock of the absorbed corporation, shall surrender them to the surviving corporation, or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

Section Four. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation, D.L.T. HOME OXYGEN, INC., shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. *Changes in ByLaws.* The bylaws of the surviving corporation,

D.L.T. HOME OXYGEN, INC., shall continue to be its bylaws following the effective date of the merger.

Section Six. *Directors and Officers.* The directors and officers of the surviving corporation, D.L.T. HOME OXYGEN, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business. Each shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before May 1, 1997, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

Section Nine. *Effective Date of the Merger.* The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders and directors of either the surviving or the absorbed corporation on or before the 1st day of

May, 1997.

Section Eleven. *Execution of the Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective Board of Directors on the date first above written.

(CORPORATE SEAL)

Attest:

Arvelio de la Torre,
Secretary

D.L.T. HOME OXYGEN, INC.

By:

Arvelio de la Torre,
President

(CORPORATE SEAL)

Attest:

Arvelio de la Torre,
Secretary

D.L.T. HOME OXYGEN OF DUVAL, INC.

By:

Arvelio de la Torre,
President

ADOPTION OF PLAN OF MERGER - RESOLUTION OF
BOARD OF DIRECTORS AND SHAREHOLDERS

OF

D.L.T. HOME OXYGEN OF DUVAL, INC.

Since there has been presented to and discussed at this meeting of the Board of Directors and Stockholders of D.L.T. HOME OXYGEN OF DUVAL, INC., a proposed plan providing for the merger of the corporation with D.L.T. HOME OXYGEN, INC., a Florida corporation, a copy of which plan the secretary is directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

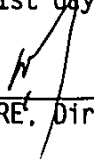
Since it is deemed in the best business interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is


RESOLVED, that the merger of this corporation with D.L.T. HOME OXYGEN, INC., and the terms and conditions of the proposed plan for carrying the merger into effect are adopted and approved;

FURTHER RESOLVED, that the appropriate offices of this corporation are authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

The undersigned being all of the officers, directors and shareholders of D.L.T. HOME OXYGEN OF DUVAL, INC., hereby waive notice of this special meeting of the directors and shareholders of the corporation.

DATED this 1st day of May, 1997.


ARVELIO de la TORRE, Director, Officer
and Shareholder


NANCY de la TORRE, Director and
Officer

ADOPTION OF PLAN OF MERGER - RESOLUTION OF
BOARD OF DIRECTORS AND SHAREHOLDERS

OF

D.L.T. HOME OXYGEN, INC.

Since there has been presented to and discussed at this meeting of the Board of Directors and Stockholders of D.L.T. HOME OXYGEN, INC., a proposed plan providing for the merger of the corporation with D.L.T. HOME OXYGEN OF DUVAL, INC., a Florida corporation, a copy of which plan the secretary is directed to insert in the minute book of the corporation immediately following the minutes of this meeting; and

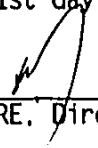
Since it is deemed in the best business interest of the corporation and its shareholders that this corporation merge according to the terms of such plan; it is

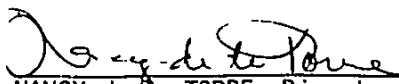
RESOLVED, that the merger of this corporation with D.L.T. HOME OXYGEN OF DUVAL, INC., and the terms and conditions of the proposed plan for carrying the merger into effect are adopted and approved;

FURTHER RESOLVED, that the appropriate offices of this corporation are authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

The undersigned being all of the officers, directors and shareholders of D.L.T. HOME OXYGEN, INC., hereby waive notice of this special meeting of the directors and shareholders of the corporation.

DATED this 1st day of May, 1997.


ARVELIO de la TORRE, Director, Officer
and Shareholder


NANCY de la TORRE, Director and
Officer