

S 27934

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UNIVERSAL HEALTH CARE DISTRIBUTORS, INC., a Florida corporation,  
S27934

INTO

UNIVERSAL HEALTHCARE DISTRIBUTORS, INC.. a Delaware corporation  
not qualified in Florida

File date: February 10, 1997

Corporate Specialist: Darlene Connell

# S27934

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Universal Healthcare Distributors, Inc S27934  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Mail in ☒ Pick up time 2/10 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
*2/10/97*

Examiner's Initials

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Universal Healthcare Distributors, Inc.	Florida
Universal Healthcare Distributors, Inc.	Delaware

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Section 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

(A) The names of each of the corporations planning to merge are:

- (1) Universal Healthcare Distributors, Inc., a Florida corporation, and
- (2) Universal Healthcare Distributors, Inc., a Delaware corporation; and

the name of surviving foreign corporation into which the domestic corporation (the "Florida Corporation") plans to merge is Universal Healthcare Distributors, Inc., a Delaware corporation (the "Surviving Corporation").

(B) the terms and conditions of the proposed merger are as follows:

- (1) *Effective Date.* The merger shall become effective when the Agreement and Plan of Merger executed by the Surviving Corporation and the Florida Corporation (the "Agreement") has been adopted by the Surviving Corporation and the other corporation and filed in the Office of the Secretary of State of Delaware and recorded in the office of the recorder of New Castle County, State of Delaware, and a Certificate of Merger has been filed in accordance with the provisions of the Florida General Corporation Act with the Secretary of State of the State of Florida. The time when the merger shall become effective is referred to herein as the "Effective Date".
- (2) *Effect of merger.* Except as specifically set forth in the Agreement, the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Florida Corporation shall be merged into the Surviving Corporation and, except insofar as the same may be continued by statute, shall cease upon the Effective Date.
- (3) *Certificate of Incorporation.* The Certificate of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof. Until further altered or amended as provided therein or as provided by law, said Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation separate and apart from the Agreement and may be separately certified as the Certificate of Incorporation of the Surviving Corporation.
- (4) *By-laws.* The By-laws of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the By-laws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Surviving Company's Certificate of Incorporation or such By-laws.
- (5) *Expenses of Merger.* The Surviving Corporation shall pay all expenses properly attributable to the

Florida Corporation in carrying the merger into effect.

(6) *Rights of Surviving Corporation.* Upon the Effective Date, all the rights, privileges, powers and franchises, public or private, of each of the Surviving Corporation and the Florida Corporation, all property, real, personal and mixed of each of such Corporations, and all debts due to any of such Corporations on whatever account, as well as for stock subscriptions and all other things in action, and all and every other interest of or belonging to or due each of such Corporations, shall vest in the Surviving Corporation without further act or deed as effectually as they were vested in such respective Corporations. The title to any real estate or any interest therein, vested under the laws of any jurisdiction in either of such Corporations, by deed or otherwise, shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon property of either of such Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and the Florida Corporation may be deemed to continue in existence to the extent necessary to preserve the same. All debts, liabilities, restrictions and duties of either of such Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by the Surviving Corporation. Any action or proceeding pending by or against either of such Corporations may be prosecuted by judgment, which shall bind the Surviving Corporation, and the Surviving Corporation may be proceeded against or substituted in place of either of such Corporations.

(7) *Further Assurances.* If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of the Florida Corporation acquired or to be acquired by reason of, or as a result of, the merger, the Florida Corporation and its duly elected officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to

vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of the Agreement, and the duly elected officers and directors of the Florida Corporation and the duly elected officers and directors of the Surviving Corporation are fully authorized in the name of the Florida Corporation or otherwise to take any and all such action.

(C) (1) The manner and basis of converting the shares of the Florida Corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation or in whole or in part, into cash or other property are as follows:

- (a) *Outstanding Stock of the Surviving Corporation.* Forthwith upon the Effective Date the shares of common stock of the Surviving Corporation which shall be outstanding immediately prior to the Effective Date, consisting of 100 shares, shall be canceled and restored to the status of authorized shares of common stock of the Surviving Corporation.
- (b) *Conversion.* Forthwith upon the Effective Date each outstanding common share of the Florida Corporation, whether voting or non-voting, and all rights in respect thereof, including each share, if any, then owned by the Florida Corporation and held in its treasury, shall be converted into and become 320 shares of common stock of the Surviving Corporation.
- (c) *Certificate.* Each certificate representing common shares of the Florida Corporation (including those owned by the Florida Corporation, if any, and held in its treasury), whether voting or non-voting, shall be deemed for all corporate purposes to evidence the ownership of shares of common stock of the Surviving Corporation in the ratio of 320 shares of such common stock for each common share of the Florida Corporation, and the holders of such certificates for common shares of the Florida Corporation will not be required immediately to surrender such certificates in exchange for certificates of common stock of the Surviving Corporation. As certificates representing common shares of the Florida Corporation are surrendered for transfer, however, the Surviving Corporation will cause to be issued certificates

representing shares of common stock of the Surviving Corporation and, at any time upon surrender by any holder of certificates representing common shares of the Florida Corporation, the Surviving Corporation will cause to be issued therefor certificates for a number of shares of common stock in the ratio of 320 shares of such common stock of the Surviving Corporation for each common share, whether voting or non-voting, of the Florida Corporation.

- (d) *Status of Shares.* All shares of common stock of the Surviving Corporation into which common shares of the Florida Corporation, whether voting or non-voting, are converted as above provided shall be fully paid and non-assessable.
  - (e) *Adjustments.* If between the date of the Agreement and the Effective Date there is a stock split, stock dividend, recapitalization or similar event in respect to the outstanding capital stock of either the Florida Corporation or the Surviving Corporation, an appropriate and equitable adjustment shall be made in the number of shares to be delivered hereunder.
- (2) The manner and basis of converting rights to acquire shares of the Florida Corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Forthwith upon the Effective Date, each outstanding option or warrant to purchase common shares of the Florida Corporation, whether voting or non-voting, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into an option or warrant to purchase at the exercise price in effect immediately prior to the Effective Date divided by 320, shares of common stock of the Surviving Corporation in the ratio of 320 shares of such common stock for each common share of the Florida Corporation, whether voting or non-voting, underlying such option or warrant.

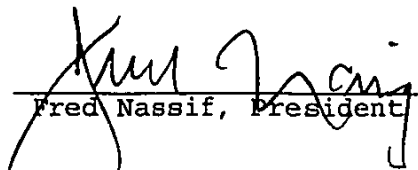
FIFTH: The effective date of the certificate of merger shall be the date when the Agreement has been adopted by the Surviving Corporations and the Florida Corporation and filed in the Office of the Secretary of State of Delaware and recorded in the office of the recorder of New Castle County, State of Delaware, and a Certificate of Merger has been filed in accordance with the provisions of the Florida General Corporation Act with the Secretary of State of the State of Florida.

SIXTH: The plan of merger was adopted by the shareholders and the Board of Directors of Universal Healthcare Distributors, Inc., the Florida Corporation, on the 3rd day of January, 1997, and was adopted by the shareholders and the Board of Directors of Universal Healthcare Distributors, Inc., the Surviving Corporation, on the 3rd day of January, 1997.

Signed this 31st day of January, 1997.

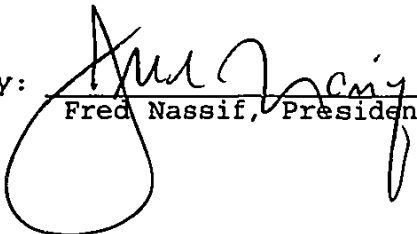
UNIVERSAL HEALTHCARE DISTRIBUTORS, INC.  
(a Delaware Corporation)

By: \_\_\_\_\_

  
Fred Nassif, President

UNIVERSAL HEALTHCARE DISTRIBUTORS, INC.  
(a Florida Corporation)

By: \_\_\_\_\_

  
Fred Nassif, President