

V54369

CT CORPORATION SYSTEM

FILED
00 DEC 27 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Futura Medical Corporation merging: Pro-Tec Containers, Inc.

600003514506--3

-12/27/00--01048--025

*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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00 DEC 27 PM 2:03
DIVISION OF CORPORATION

Name 12/27/00

Order#: 3483370

Availability _____

EFFECTIVE DATE

Document

12-31-00

Examiner _____

Ref#: _____

Updater _____

Verifier _____

W.P. Verifier _____

Amount: \$ _____

File Secord

COULLETTE DEC 28 2000

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRO-TEC CONTAINERS, INC., a Florida corporation, V54369

INTO

FUTURA MEDICAL CORPORATION, a Delaware corporation not qualified in
Florida.

File date: December 27, 2000, effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

FUTURA MEDICAL CORPORATION

DELAWARE

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

PRO-TEC CONTAINERS, INC.

FLORIDA

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TALLAHASSEE, FLORIDA

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 12 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 December 26, 2000

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 December 26, 2000

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)

EFFECTIVE DATE

12-31-00

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

•Futura Medical Corporation

Pro-Tec Containers, Inc.

Randall J. McDonald, Vice President

Randall J. McDonald, President

**PLAN OF MERGER
OF
PRO-TEC CONTAINERS, INC.
A FLORIDA CORPORATION
INTO
FUTURA MEDICAL CORPORATION
A DELAWARE CORPORATION**

PLAN OF MERGER for the merger of Pro-Tec Containers, Inc., a Florida corporation, into Futura Medical Corporation, a Delaware corporation.

A. The names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, designated as the Surviving Corporation are:

(i) Corporations proposing to merge:

Pro-Tec Containers, Inc., a Florida corporation ("Pro-Tec")
and
Futura Medical Corporation, a Delaware corporation ("Futura").

(ii) Surviving Corporation:

Futura Medical Corporation, a Delaware corporation.

B. The terms and conditions of the proposed merger are:

(i) Upon the Effective Date (defined below), Pro-Tec and Futura shall, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of Delaware, be merged with and into a single corporation, namely, Futura, which shall be the Surviving Corporation at the Effective Date and which shall continue to exist as said Surviving Corporation under its present name. The separate existence of Pro-Tec shall cease at the Effective Date of the merger in accordance with the provisions of the Florida Business Corporation Act.

(ii) The Plan of Merger herein made and approved shall be submitted to the shareholders of Pro-Tec and Futura for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

(iii) In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of Pro-Tec and by the shareholders entitled to vote of Futura in the manner prescribed by the provisions of the Florida Business Corporation Act, Pro-Tec and Futura will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(iv) The Board of Directors and the proper officers of Pro-Tec and the Board of Directors and the proper officers of Futura, respectively, are hereby authorized and empowered to do any and all acts and things, and to make, execute, deliver, file and/or record any 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.

(v) Articles of Merger shall be submitted for filing with the Secretary of State of the State of Florida, a Certificate of Ownership and Merger shall be submitted for filing with the Secretary of State of the State of Delaware. The effective date of the merger shall be December 31,

2000 at 11:59 pm, Eastern Daylight Time (the "Effective Date").

(vi) At any time, and from time to time after the Effective Date, Pro-Tec and Futura will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Plan of Merger.

C. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or of any other corporation, or, in whole or in part, into cash or other property shall be as follows: Upon the Effective Date, each share of common stock of Pro-Tec then issued and outstanding shall be canceled.

D. A statement of any changes in the articles of incorporation of the Surviving Corporation to be effected by the merger are as follows: None. The Articles of Incorporation of Futura at the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.

E. Other provisions with respect to the proposed merger as deemed necessary or desirable are as follows:

(i) The directors and officers of Futura shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

(ii) The Bylaws of Futura will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended.