

F 97000000394



FILED

01 MAY -4 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 135735 7124655

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 87.50

ORDER DATE : May 1, 2001

ORDER TIME : 11:04 AM

ORDER NO. : 135735-005

CUSTOMER NO: 7124655

500004136455--0

CUSTOMER: Ms. Lea Manalo
Orrick, Herrington & Sutcliffe
1020 Marsh Road

Menlo Park, CA 94025

ARTICLES OF MERGER

MC2 SCIENTIFIC SYSTEMS, INC.

INTO

IMPAC MEDICAL SYSTEMS, INC.

*Merger
5-4-01
BRS*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 MAY -4 AM 11:37

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 PLAIN STAMPED COPY

CONTACT PERSON: Betty Young

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

MC2 SCIENTIFIC SYSTEMS, INC., a Florida corporation, P96000098974

INTO

IMPAC MEDICAL SYSTEMS, INC., a California entity, F97000000394

File date: May 4, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032

Amount charged: 87.50

**ARTICLES OF MERGER
OF
IMPAC MEDICAL SYSTEMS, INC.
AND
MC² SCIENTIFIC SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of the surviving corporation is IMPAC Medical Systems, Inc., a corporation organized under the laws of the State of California, and the owner of all of the outstanding shares of the merging corporation.

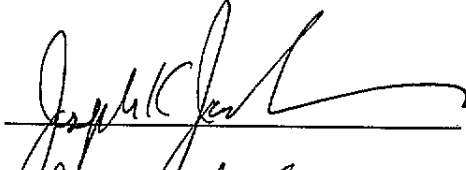

Second: The name of the merging corporation is MC² Scientific Systems, Inc., a Florida corporation.

Third: The Plan of Merger is attached.

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

Fifth: The merger of MC² Scientific Systems, Inc. with and into IMPAC Medical Systems, Inc. is permitted by the laws of the jurisdiction of organization of IMPAC Medical Systems, Inc. and has been authorized in compliance with said laws. The Plan of Merger was adopted by unanimous written consent of the Board of Directors of the surviving corporation on March 30, 2001. Shareholder approval of the merger was not required.

Sixth: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
IMPAC Medical Systems, Inc.		Name: <u>Joseph K. Jachinowski</u> Title: <u>President</u>
MC ² Scientific Systems, Inc.		Name: <u>Joseph K. Jachinowski</u> Title: <u>President</u>

**PLAN OF MERGER
OF
IMPAC MEDICAL SYSTEMS, INC.
AND
MC² SCIENTIFIC SYSTEMS, INC.**

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation:

First: The name of the surviving corporation is IMPAC Medical Systems, Inc., a California corporation ("IMPAC") and the owner of all of the outstanding shares of MC² Scientific Systems, a Florida corporation.

Second: The name of the merging corporation is MC² Scientific Systems, a Florida corporation ("MC²").

Third: The terms and conditions of the merger are as follows:

When the Merger becomes effective, MC² shall merge with and into IMPAC and, without further act, all the effects of merger as set forth in the Florida Business Corporation Act shall occur; and IMPAC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization. The merger shall become effective upon filing of the Articles of Merger with the Florida Department of State.

Fourth: The issued shares of MC² shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

Fifth: The Board of Directors and the proper officers of IMPAC are hereby authorized, empowered, and directed 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.