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K 91930

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- Desloge Home Oxygen & Medical Equipment, Inc.  
 (Corporation Name) (Document #)
- Total Medical Care of Georgia, Inc.  
 (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 00 DEC 29 PM 1:13

FILED

- Walk in       Pick up time       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

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 -12/29/00--01049--011  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

708  
 00-12-29-00  
 K 91930  
 00-6-29-00  
 merger  
 Call when ready

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 00 DEC 29 AM 11:27  
 DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**TOTAL MEDICAL CARE OF GEORGIA, INC.,** a Georgia Corporation not qualified in the State of Florida.

**INTO**

**DESLOGE HOME OXYGEN AND MEDICAL EQUIPMENT, INC.,** a Florida entity, K91930.

File date: December 29, 2000 , effective December 31, 2000

Corporate Specialist: Carol Mustain

**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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Desloge Home Oxygen &amp; Medical Equipment, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Total Medical Care of Georgia, Inc.</u>	<u>Georgia</u>
_____	_____
_____	_____
_____	_____
_____	_____

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**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 / 00 (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 29, 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 29, 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)*



PLAN OF MERGER

Plan of merger dated December 29, 2000 between DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., referred to as the surviving corporation, and TOTAL MEDICAL CARE OF GEORGIA, INC., referred to as the absorbed corporation.

STIPULATIONS

A. DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office in Tallahassee, Florida.

B. DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., has a capitalization of 100 authorized shares of \$5.00 common stock, of which 100 shares are issued and outstanding.

C. TOTAL MEDICAL CARE OF GEORGIA, INC., is a corporation organized and existing under the laws of the State of Georgia with its principal office in Tallahassee, Florida.

D. TOTAL MEDICAL CARE OF GEORGIA, INC., has capitalization of 50,000 authorized shares of \$.01 common stock of which 50,000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that TOTAL MEDICAL CARE OF GEORGIA, INC., be merged into DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, 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. TOTAL MEDICAL CARE OF GEORGIA, INC., shall merge with and into DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, 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.

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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:

(a) For each Five-hundred (500) shares of the \$.01 common stock of TOTAL MEDICAL CARE OF GEORGIA, INC., issued and outstanding on the effective date of the merger shall be converted into one (1) share of the \$5.00 common stock of DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in 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 shares of the surviving corporation currently issued and outstanding shall become the only issued and outstanding shares of the corporation and the current owners and holders of said shares shall become the owner(s) and holder(s) of the total outstanding shares in the corporation on a percentage basis equivalent to the current ownership in the surviving corporation.

Section Four: Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., shall continue to be its articles of incorporation following the effective date of the merger without amendment.

Section Five: Changes in Bylaws. The bylaws of the surviving corporation DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, INC., shall continue to be its bylaws following the effective date of the merger without amendment.

Section Six: Directors and Officers. The directors and officers of the surviving corporation DESLOGE HOME OXYGEN & MEDICAL EQUIPMENT, 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 corporation shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida and the State of Georgia 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 and the State of Georgia at meetings to be held on or before December

31, 2000 or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine: Effective Date of Merger. The effective date of this merger shall be January 1, 2001.

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 of either the surviving or the absorbed corporation on or before December 31, 2000; or


(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Georgia.

Section Eleven: Execution of 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 boards of directors on the date first above written.


DESLOGE HOME OXYGEN & MEDICAL  
EQUIPMENT, INC.

Attest: 

By:   
Its: President

TOTAL MEDICAL CARE OF GEORGIA,  
INC.

Attest: 

By:   
Its: President