



**J. Kenneth Blackwell
Secretary of State
State of Ohio**

Legal Section

February 4, 1999

DIN#: 199903000475

JONES, DAY ET AL
ATTN L GANSKI
901 LAKESIDE AVE
CLEVELAND, OH 441140000

Re: FORTEC LASER SERVICES, INC.

Dear Customer:

The enclosed document (s) is being returned for the following reason (s) :

Please complete the enclosed merger forms and return.

****IN ORDER TO RETAIN YOUR INITIAL FILING DATE OF 1/2/99, THE CORRECTED DOCUMENTS MUST BE RECEIVED BY THIS OFFICE NO LATER THAN 5:00 PM 3/8/99. IF CORRECTED DOCUMENTS ARE NOT RECEIVED BY THE SPECIFIED DATE, OR THE DOCUMENTS STILL REQUIRE CORRECTIONS, THE INITIAL FILING DATE WILL NOT BE PRESERVED.**

To ensure proper processing of your filing, **return this letter.**

- **Return the corrected documents and the entire filing**
- Your filing has been credited in the amount of \$ 50.00

Completed documents must be returned within 30 days or a refund will be issued.

If you have any questions regarding this matter, please feel free to contact this office at (614) 466-2005. Thank you.

30 E. Broad Street, 14th Floor, Columbus, Ohio 43266-0418



Prescribed by
 Bob Taft, Secretary of State
 30 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved _____
 Date _____
 Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Fortec Laser Services, Inc.

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through the merger (complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)

Name	State/ Country of Organization	Type of Entity
<u>Fortec Medical of Virginia, Virginia</u>		<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Drew C. Forhan</u>	<u>2458 Edison Blvd.</u> (street and number)
	<u>Twinsburg</u> <u>Ohio</u> <u>44087</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On January 2, 1999 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>Drew C. Forhan</u>	<u>2458 Edison Blvd.</u>
	(complete street address)
	<u>Twinsburg Ohio 44087</u>
	(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Drew Forhan
Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

_____, Ohio
(city, village or township)

(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

a. The name of the limited liability company in its state of organization/registration is _____

b. The name under which the limited liability company desires to transact business in Ohio is _____

c. The limited liability company was organized or registered on _____ under the laws of the state/country of
month day year

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Fortec Laser Services, Inc.

exact name of entity

By: Drew Forhan

Its: president

Date: 2/8/99

Fortec Medical of Virginia, Inc.

exact name of entity

By: Drew Forhan

Its: president

Date: 2/8/99

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)

CERTIFICATE OF MERGER INSTRUCTIONS

1. The filer may only engage in a merger if one or more of the following apply (Domestic=Ohio formed entity; Foreign=Non-Ohio formed entity):

- a. If one or more domestic or foreign corporations is/are merging into a domestic surviving corporation, then the applicable provision is **Section 1701.78.**
- b. If a domestic corporation, and, if so provided, one or more additional domestic or foreign corporations is/are merging into a foreign surviving corporation, then the applicable provision is **Section 1701.79**
- c. If one or more domestic or foreign entities is/are merging into a domestic surviving corporation, then the applicable provision is **Section 1701.781.**
- d. If a domestic corporation, and, if so provided, one or more additional domestic or foreign entities is/are merging into a surviving limited liability company or surviving limited partnership, or a foreign corporation, then the applicable provision is **Section 1701.791.**
- e. If one or more subsidiary corporations (domestic or foreign) is/are merging into a surviving parent corporation (domestic or foreign) , then the applicable provision is **Section 1701.80.**
- f. If one or more corporations (domestic or foreign) is/are to be merged into a domestic surviving corporation which is a subsidiary of one of the merging corporations, then the applicable provision is **Section 1701.801.**
- g. If a domestic limited liability company, and if so provided, one or more additional domestic or foreign entities is/are merging into a surviving domestic limited liability company, then the applicable provision is **Section 1705.36.**
- h. If a domestic limited liability company and one or more additional domestic or foreign entities are merging into a surviving corporation, or a surviving limited partnership, surviving foreign corporation, then the applicable provision is **Section 1705.37.**
- i. If a domestic limited partnership and one or more additional domestic limited partnerships or other domestic or foreign entities are merging into a surviving domestic limited partnership, then the applicable provision is **Section 1782.431.**
- j. If a domestic limited partnership and one or more additional domestic or foreign entities are merged into a surviving corporation or limited liability company, or foreign limited partnership, then the applicable provision is **Section 1782.432.**

2. The entity SURVIVING the merger must be fully identified in item I(A)(B) and (C). If the surviving entity is an Ohio limited partnership, or a foreign limited partnership registered to do business in Ohio, then the Secretary of State assigned registration number must be included on line I(A). If a surviving domestic limited partnership has not filed a certificate of limited partnership pursuant to Ohio Revised Code Section 1782.63(A)(1), a copy of its certificate of limited partnership must be attached to the merger certificate. Item I(B) should only be completed if the name of the surviving entity changes as a result of the merger. Please note that the name must be available for registration if the surviving entity is a corporation or limited liability company.

CERTIFICATE OF MERGER

The undersigned President and Secretary, respectively, of Fortec Medical of Virginia, Inc., a Virginia corporation ("Medical"), and the undersigned President and Secretary, respectively, of Fortec Laser Services, Inc., an Ohio corporation ("Laser"), do hereby certify, pursuant to Section 1701.81 of the Ohio Revised Code, that:

1. The Agreement of Merger dated as of December 31, 1998 (the "Agreement"), to which this Certificate is attached, was approved and adopted by the Board of Directors of Medical by unanimous written action in lieu of a meeting and by the Board of Directors of Laser by unanimous written action in lieu of a meeting;

2. The Agreement was duly executed by the President and Secretary of Medical and by the President and Secretary of Laser; and

3. The Agreement was duly adopted by the shareholders of Medical by unanimous written action in lieu of a meeting and by the shareholders of Laser by unanimous written action in lieu of a meeting.

IN WITNESS WHEREOF, the undersigned, acting for and on behalf of Medical and Laser, respectively, have hereunto signed this Certificate as of the 31st day of December, 1998.

FORTEC MEDICAL OF VIRGINIA, INC.,
an Ohio corporation



Drew C. Forhan
President

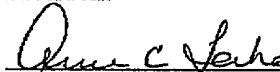


Anne C. Forhan
Secretary

FORTEC LASER SERVICES, INC.



Drew C. Forhan
President



Anne C. Forhan
Secretary

RECEIVED

FEB 16 1999

SECRETARY OF STATE

RECEIVED

JAN 12 1999

SECRETARY OF STATE

AGREEMENT OF MERGER

This Agreement of Merger (this "Agreement"), dated as of December 31, 1998, is made by and between Fortec Medical of Virginia, Inc., a Virginia corporation ("Medical"), and Fortec Laser Services, Inc., an Ohio corporation ("Laser"; Medical and Laser are hereinafter sometimes together referred to as the "Constituent Corporations").

WHEREAS, Medical is a corporation duly organized under the laws of the Commonwealth of Virginia and has authorized capital stock consisting of 100 shares of Common Stock, par value \$1.00 per share (the "Medical Shares"), of which 100 shares are issued and outstanding.

WHEREAS, Laser is a corporation duly organized under the laws of the State of Ohio and has authorized capital stock consisting of 500 shares of Common Stock, par value \$1.00 per share (the "Laser Shares"), of which 500 shares are issued and outstanding.

NOW, THEREFORE, Medical and Laser agree as follows:

ARTICLE 1

EFFECTIVE TIME

If this Agreement is not terminated as provided in Article 6 of this Agreement, the merger of Medical with and into Laser (the "Merger") shall become effective at the time ("Effective Time") that a certificate complying with the provisions of Section 1701.81 of the Ohio Revised Code, containing a signed copy of this Agreement or a copy thereof, is duly filed with the Secretary of State of the State of Ohio and articles of merger complying with Section 13.1-720 of the Virginia Stock Corporation Act, containing a signed copy of this Agreement or a copy thereof, is duly filed with the Commonwealth of Virginia.

ARTICLE 2

EFFECT OF THE MERGER

2.1 At the Effective Time, Medical shall be merged with and into Laser, and the separate corporate existence of Medical shall thereupon cease. Laser shall be the surviving corporation in the Merger (the "Surviving Corporation"), and the separate corporate existence of Laser, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

2.2 At the Effective Time, the effect of the Merger shall be as provided by the applicable provisions of the laws of the State of Ohio and the Commonwealth of Virginia.

ARTICLE 3

NAME; ARTICLES OF INCORPORATION; REGULATIONS

3.1 The name of the Surviving Corporation shall be Fortec Laser Services, Inc.

3.2 The Articles of Incorporation of Laser, in effect on the date of this Agreement, shall, from and after the Effective Time, constitute the "articles" of the Surviving Corporation within the meaning of Division (D) of Section 1701.01 of the Ohio Revised Code, unless and until amended as provided by law.

3.3 The Regulations of Laser as in effect immediately prior to the Effective Time shall be the Regulations of the Surviving Corporation unless and until amended as provided herein or by law.

ARTICLE 4

DIRECTORS

At the Effective Time, the Directors of the Surviving Corporation shall be the Directors of Laser immediately prior to the Effective Time, each to hold office in accordance with the Articles of Incorporation and the Regulations of the Surviving Corporation.

ARTICLE 5

CONVERSION OF SHARES

The terms of the Merger, the mode of carrying them into effect and the manner of converting the shares shall be as follows:

- (a) Each Medical Share issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.
- (b) Each Laser Share issued and outstanding immediately prior to the Effective Time, shall, automatically and without any action on the part of the holder thereof, continue unaffected by the Merger.

ARTICLE 6

TERMINATION OF MERGER

Anything in this Agreement or elsewhere to the contrary notwithstanding, this Agreement shall terminate and the Merger shall be abandoned if, and at such time as, the Directors of Laser may determine.

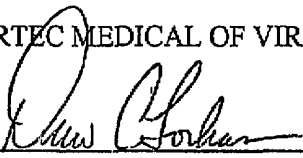
ARTICLE 7

COUNTERPARTS

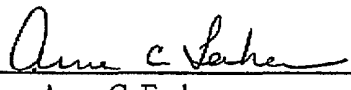
This Agreement may be executed in any number of counterparts, each of which when executed shall be deemed an original, and such counterparts together shall be deemed one and the same instrument.

IN WITNESS WHEREOF, Medical and Laser have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

FORTEC MEDICAL OF VIRGINIA, INC.

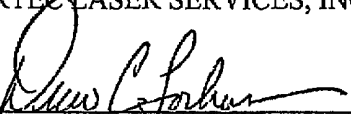
By: 

Drew C. Forhan
President

By: 

Anne C. Forhan
Secretary

FORTEC LASER SERVICES, INC.

By: 

Drew C. Forhan
President

By: 

Anne C. Forhan
Secretary

JAN-07-99 12:08 From: JONES DAY REAVIS & POGUE

6144614198

T-782 P.02/02 Job-804

☐ **UNIFORM COMMERCIAL
CODE FILING**☒ **CORPORATIONS FILING****CORPORATIONS ONLY**☐ **EXPEDITE
SERVICE**☐ **PICK-UP**☐ **MAIL****CORRESPONDENCE**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

2 Jones Day

NAME OF YOUR FIRM OR COMPANY

Lyle Gaska

ATTENTION

901 Lakeside Avenue, Cleveland, Ohio

STREET, CITY, STATE, ZIP CODE

44114216.586.7264

TELEPHONE NUMBER

UCC ONLY☐ **MAIL**☐ **PICK-UP**

IF NOT CHECKED, IT WILL BE MAILED.

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	3/ 2/1999	199903000475	MER MERGER/DOMESTIC	50.00	0.00	0.00	0.00	0.00
			TOTAL	50.00	0.00	0.00	0.00	0.00

Return To:
JONES, DAY, REAVIS & POGUE
ATTN L GANSKA
901 LAKESIDE AVE
CLEVELAND, OH 44114-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

784185

It is hereby certified that the Secretary of State of Ohio has custody of the business records for FORTEC LASER SERVICES, INC. and that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
199903000475

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 2nd day of
January, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State