



C O M M O N W E A L T H   O F   P E N N S Y L V A N I A

D E P A R T M E N T   O F   S T A T E

OCTOBER 29, 1999

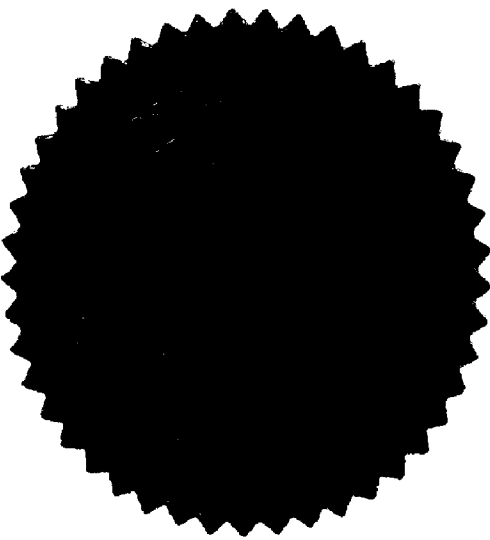
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

DRAEGER MEDICAL, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of  
Pennsylvania do hereby certify that the foregoing and annexed is a true  
and correct photocopy of Articles of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.



*Kim Pizzingrilli*

Secretary of the Commonwealth

DBOH

9970- 271

To  
Secretary of State  
Commonwealth of Pennsylvania

Filed in the Department of  
State on SEP 27 1992

*[Signature]*  
Secretary of the Commonwealth  
*[Signature]*

## ARTICLES OF MERGER

merging  
DRAGER INC.  
with and into  
N.A.D., INC.

IN COMPLIANCE with the requirements of Section 1926 of the Pennsylvania Business Corporation Law ("PBCL"), N.A.D., Inc., a Pennsylvania corporation ("NAD") and Drager Inc., a Delaware corporation ("DI"), do hereby agree to merge (the "Merger") and DO HEREBY CERTIFY THAT:

1. The name of the surviving corporation of the Merger shall be "N.A.D., Inc."
2. The surviving corporation is a domestic business corporation and the address of its current registered office in the Commonwealth of Pennsylvania is as follows: 3135 B Quarry Road; Telford, PA 18969; Bucks County.
3. DI was organized under Section 102 of the Delaware General Corporation Law ("DGCL") on April 22, 1992. The address of its current registered office in the Commonwealth of Pennsylvania is as follows: 3136 Quarry Road; Telford, PA 18969; Bucks County.
4. The plan of merger, which is set forth in full in Exhibit A attached hereto (the "Plan of Merger"), shall become effective upon filing these Articles of Merger with the Secretary of the Commonwealth of Pennsylvania.
5. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors of NAD in accordance with its Articles of Incorporation, its By-Laws and in accordance with Section 1924 (b)(1) PBCL.
6. The Plan of Merger is set forth in full in Exhibit A attached hereto and made a part hereof.

99 SEP 27 PM 4: 26

PA DEPT. OF STATE

NYA 233537

SEP-24-1999 17:16  
SEP-24-1999 14:33

ROGERS & WELLS

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212 873 875 P.03 09

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Merger this 24<sup>th</sup> day of September, 1999.

N.A.D., INC.

By: *Ruben B. Gendarian*  
Name: Ruben B. Gendarian  
Title: President / CEO

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**EXHIBIT A****PLAN OF MERGER**

merging  
DRAGER INC.  
with and into  
N.A.D., INC.

PLAN OF MERGER, adopted as of September 24, 1999 (the "Plan of Merger"), merging Drager, Inc., a Delaware corporation ("DI") with and into N.A.D., Inc., a Pennsylvania corporation ("NAD")

WHEREAS, NAD owns five thousand (5,000.00) shares of common stock of DI, par value one hundred US-Dollars (US\$ 100.00) per share, constituting all of DI's issued and outstanding shares (the "Shares"), and at all times following the date hereof and prior to the Effective Time (as defined below), NAD will own the Shares;

WHEREAS, the Boards of Directors of DI and NAD (the "Parties") (i) have determined that it is in the best interest of DI to merge DI with and into NAD, with NAD being the surviving corporation (the "Merger"), in accordance with the Delaware General Corporation Law ("DGCL") and the Pennsylvania Business Corporation Law ("PBCL"); and (ii) have, by resolution, approved and adopted the following Plan of Merger, in each case, on September 24, 1999; and

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, the Parties hereto agree as follows:

**ARTICLE I****THE MERGER**

Section 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Plan of Merger, and in accordance with the DGCL and the PBCL, at the Effective Time DI shall be merged with and into NAD. As a result of the Merger, the separate corporate existence of DI shall cease and NAD shall continue as the surviving corporation of the Merger (the "Surviving Corporation") and as a Pennsylvania corporation.

Section 1.02. Effective Time; Closing. As promptly as practicable after the satisfaction or waiver of the conditions set forth in Article II, Parties shall cause the Merger to be consummated by delivering (i) to the Delaware Secretary of State the certificate of merger, in such form as required by, and executed and acknowledged in accordance with, the relevant provisions of the DGCL (the "Certificate of Merger"); and (ii) to the Secretary of the Commonwealth of Pennsylvania the articles of merger, in such form as required by, and executed and acknowledged in accordance with, the relevant provisions of the PBCL (the "Articles of Merger"); and (iii) shall make all other filings and recordings required by the DGCL and the PBCL in connection with the Merger. The Merger shall become effective at the time of filing of the Articles of Merger with the Secretary of the Commonwealth of Pennsylvania, or at such later time, which shall be as soon as reasonably practicable, specified as the effective time in the Articles of Merger (the "Effective Time"). Prior to such filing, a closing shall be held at the offices of Rogers &

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Wells J.P. 200 Park Avenue, New York, New York USA 10166, or such other place as the Parties shall agree, for the purpose of confirming the satisfaction or waiver, as the case may be, of the conditions set forth in Article II

Section 1.03. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and the PBCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of DI and NAD shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of DI and NAD shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

Section 1.04. Articles of Incorporation; By-Laws.

a. The Articles of Incorporation of NAD, as in effect immediately prior to the Effective Time but subject to the changes by this Plan of Merger in accordance with Section 1922(a)(2)(i) of the PBCL, shall be the Articles of Incorporation of the Surviving Corporation.

b. In accordance with Section 1922(a)(2)(i) of the PBCL, the Articles of Incorporation of the Surviving Corporation shall hereby be changed with respect to its Section 1, which shall read as follows: "Section 1.: The name of the corporation is Draeger Medical, Inc. "

c. The By-Laws of NAD, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation until thereafter changed or amended, as provided therein, by the Articles of Incorporation of the Surviving Corporation or by applicable law.

Section 1.05. Directors and Officers.

a. The directors of the Surviving Corporation shall be the directors of NAD immediately prior to the Effective Time, until the next annual meeting of shareholders of the Surviving Corporation (or the earlier of their resignation or removal) and until their respective successors are duly elected and qualified, as the case may be.

b. The officers of the Surviving Corporation shall be (i) the officers of NAD immediately prior to the Effective Time, until the earlier of their resignation or removal and until their respective successors are duly elected and qualified, as the case may be; and (ii) Ruben G. Dorderian and Robert L. Doyle, Jr. as Co-Presidents, until the earlier of their resignation or removal and until their respective successor are duly elected and qualified, as the case may be.

Section 1.06. Cancellation of Capital Stock. At the Effective Time, by virtue of the Merger and without any action on the part of DI or NAD and in accordance with Section 253 of the DGCL and Section 1922 of the PBCL:

a. Issued and Non-Issued Capital Stock of DI. Each of the five thousand (5,000.00) issued and outstanding shares of common stock of DI, par value one hundred US-Dollars (US\$ 100.00) per share (the "Shares", as defined above), and each of the five thousand (5,000.00) non-issued and non-outstanding shares of common stock of DI, par value one hundred US-Dollars (US\$ 100.00) per share (the "Non-Issued Shares"), shall be cancelled.

b. Effect of the Cancellation. As of the Effective Time, all of the Shares and all of the Non-Issued Shares shall be cancelled, and when so cancelled, shall automatically be retired and shall cease to exist.

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ARTICLE II

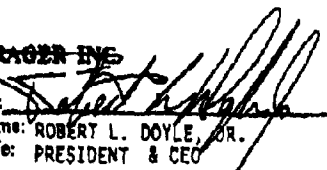
CONDITIONS TO THE MERGER

The obligation of the Parties to effect the Merger shall be subject to the conditions that, at or prior to the Effective Time:

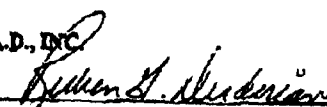
No order, statute, rule, regulation, executive order, stay, decree, judgment or injunction shall have been enacted, entered, promulgated or enforced by any court or other Governmental Entity which temporarily, preliminarily or permanently prohibits or prevents the consummation of the Merger which has not been vacated, dismissed or withdrawn prior to the Effective Time. As used in this Plan of Merger, "Governmental Entity" shall mean any federal, state, local or foreign government or any court, tribunal, administrative agency or commission or other governmental or other regulatory authority or agency, domestic, foreign or supranational.

IN WITNESS WHEREOF, the Parties to this Plan of Merger have duly executed it on the day and year first above written.

~~DRAGON INC~~

By:   
Name: ROBERT L. DOYLE, JR.  
Title: PRESIDENT & CEO

N.A.D., INC

By:   
Name: RUBEN G. DERDERIAN  
Title: PRESIDENT & CEO