

02/07/00

03-07-2000



101282934

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

<b>Submission Type</b>		<b>Conveyance Type</b>	
<input checked="" type="checkbox"/> New		<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Resubmission (Non-Recordation)	Document ID # <input type="text"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
<input type="checkbox"/> Correction of PTO Error	Reel # <input type="text"/> Frame # <input type="text"/>	<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
<input type="checkbox"/> Corrective Document	Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other	<input type="text"/>

**Conveying Party**  Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**  Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

03/06/2000 DC0ATES 00000206 1311965  
01 FC:48  
02 FC:482  
40.00 OP  
50.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002030 FRAME: 0709

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1311965"/>	<input type="text" value="1668208"/>	<input type="text" value="1311964"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

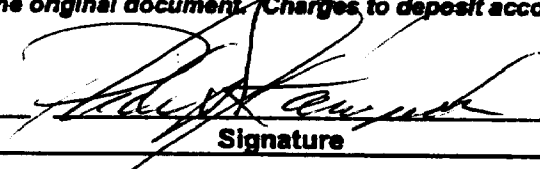
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

PHILIP J. HAMROCK  
Name of Person Signing

  
Signature

1/27/00  
Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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**CERTIFICATE OF MERGER**

**OF**

**APLICARE, INC.**  
A Kentucky Corporation

**AND**

**McBAR MEDICAL INDUSTRIES, INC.**  
A Kentucky Corporation

**INTO**

**APLICARE, INC. OF CONNECTICUT**  
A Connecticut Corporation

Pursuant to the applicable sections of Connecticut General Statutes §33-819, the undersigned corporations, Aplicare, Inc., a corporation of the State of Kentucky ("Aplicare Kentucky") and McBar Medical Industries, Inc., a corporation of the State of Kentucky ("McBar"), and Aplicare, Inc. of Connecticut, a corporation of the State of Connecticut (the "Surviving Corporation" or "Aplicare Connecticut") adopt the following certificate of Merger.

**FIRST:** In accordance with Connecticut General Statutes §33-819 the Plan and Agreement of Merger between McBar and Aplicare Connecticut is as follows:

**PLAN AND AGREEMENT OF MERGER**

This is a PLAN AND AGREEMENT OF MERGER (the "Agreement") dated as of December 30, 1999 between McBAR MEDICAL INDUSTRIES, INC. (herein "McBar"), a Kentucky corporation, and APLICARE, INC OF CONNECTICUT (herein "Aplicare Connecticut"), a Connecticut corporation, with McBar sometimes referred to as the Merging Corporation and Aplicare Connecticut sometimes referred to as the Surviving Corporation.

**ARTICLE I**

**The Merger**

**SECTION 1.1** Statutory Merger Upon the terms and conditions set forth in this Agreement, and in accordance with the provisions of the Connecticut Business Corporation Act and the Kentucky Business Corporation Act, McBar shall be merged with and into Aplicare Connecticut (the "Merger") at the Effective Time (as defined in Section 1.2 herein).

**SECTION 1.2**            Certificate of Merger and Effective Time of Merger.  
Immediately after approval of the Merger by the shareholders of McBar and the shareholders of Aplicare Connecticut, and subject to the terms and conditions of this Agreement, McBar and Aplicare Connecticut shall duly execute a Certificate of Merger at a closing pursuant to Section 1.5 herein. As used in this Agreement, the term "Effective Time" shall mean the effective date of the Certificate of Merger in accordance with Connecticut General Statutes §33-819.

**SECTION 1.3**            Effect of Merger. At the Effective Time:

(a) The separate existence of the Merging Corporation shall cease, and Aplicare Connecticut, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Connecticut under its existing name;

(b) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of corporations organized under the Connecticut Business Corporation Act;

(c) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Aplicare Connecticut and the Merging Corporation;

(d) All property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of Aplicare Connecticut and the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;

(e) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Aplicare Connecticut and the Merging Corporation;

(f) Any existing claim or action or proceeding pending by or against Aplicare Connecticut or the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation, in its discretion, may be substituted in the place of Aplicare Connecticut or the Merging Corporation; and

(g) Neither the rights of creditors nor any liens upon the property of either Aplicare Connecticut or the Merging Corporation shall be impaired by the Merger.

**SECTION 1.4**            Names, Articles, Bylaws, Directors and Officers of Surviving Corporation. From and after the Effective Time, until changed or amended in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and with the Connecticut Business Corporation Act:

- (a) The Bylaws of McBar at the Effective Time shall become the Bylaws of the Surviving Corporation.
- (b) The members of the Board of Directors of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock and Bruce H. Wilson.
- (c) The officers of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock, President and Treasurer; Bruce H. Wilson, Vice President and Secretary.

SECTION 1.5 Date and Time of Closing. The closing of the transaction contemplated by this agreement (the "Closing") shall be held at the offices of Sandler, Goldstein and Mara, P.C., One Hartford Square West, Hartford, Connecticut at 1:00 p.m. on December 30, 1999, or on such other place, time and date as the parties shall agree.

SECTION 1.6 Accounting Terms. All accounting terms not specifically defined in this agreement shall be construed in accordance with generally accepted accounting principles consistently applied.

## ARTICLE II Share Conversion

SECTION 2.1 Share Conversion. The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:

- (a) As of the Effective Time, by virtue of the Merger and without any action on the part of the holders hereof the McBar shareholders shall have their McBar shares converted into validly issued equal shares, fully paid and nonassessable shares of the common stock, no par value, of Aplicare Connecticut in proportion to their percentage of ownership of McBar Shares.

SECTION 2.2 Issuance of Certificates. Aplicare Connecticut shall arrange at or before the Effective Time to issue to each holder of the common stock of the Merging Corporation a certificate representing the common stock of the Surviving Corporation to which such record holder is then entitled. As of the Effective Time, the stock transfer records of the Merging Corporation shall be closed and no further transfers on the stock transfer records of the Merging Corporation shall be made. Holders of certificates representing common stock of the Merging Corporation, issued and outstanding at the Effective Time, shall have no rights under this Agreement with respect to such certificates other than to surrender them pursuant to this Section 2.2.

**SECOND:** In accordance with Connecticut General Statutes §33-819 the Plan and Agreement of Merger between Aplicare Kentucky and Aplicare Connecticut is as follows:

## PLAN AND AGREEMENT OF MERGER

This is a PLAN AND AGREEMENT OF MERGER (the "Agreement") dated as of December 30, 1999 between APLICARE, INC. (herein "Aplicare Kentucky"), a Kentucky corporation, and APLICARE, INC. OF CONNECTICUT (herein "Aplicare Connecticut"), a Connecticut corporation, with Aplicare Kentucky sometimes referred to as the Merging Corporation and Aplicare Connecticut sometimes referred to as the Surviving Corporation.

### ARTICLE I

#### The Merger

**SECTION 1.1**            Statutory Merger Upon the terms and conditions set forth in this Agreement, and in accordance with the provisions of the Connecticut Business Corporation Act and the Kentucky Business Corporation Act, Aplicare Kentucky shall be merged with and into Aplicare Connecticut (the "Merger") at the Effective Time (as defined in Section 1.2 herein).

**SECTION 1.2**            Certificate of Merger and Effective Time of Merger. Immediately after approval of the Merger by the shareholders of Aplicare Kentucky and the shareholders of Aplicare Connecticut, and subject to the terms and conditions of this Agreement, Aplicare Kentucky and Aplicare Connecticut shall duly execute a Certificate of Merger at a closing pursuant to Section 1.5 herein. As used in this Agreement, the term "Effective Time" shall mean the effective date of the Certificate of Merger in accordance with Connecticut General Statutes §33-819.

**SECTION 1.3**            Effect of Merger. At the Effective Time:

(a) The separate existence of the Merging Corporation shall cease, and Aplicare Connecticut, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Connecticut under its existing name;

(b) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of corporations organized under the Connecticut Business Corporation Act;

(c) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Aplicare Connecticut and the Merging Corporation;

(d) All property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of Aplicare Connecticut and the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;

(e) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Aplicare Connecticut and the Merging Corporation;

(f) Any existing claim or action or proceeding pending by or against Aplicare Connecticut or the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation, in its discretion, may be substituted in the place of Aplicare Connecticut or the Merging Corporation; and

(g) Neither the rights of creditors nor any liens upon the property of either Aplicare Connecticut or the Merging Corporation shall be impaired by the Merger.

**SECTION 1.4** Names, Articles, Bylaws, Directors and Officers of Surviving Corporation. From and after the Effective Time, until changed or amended in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and with the Connecticut Business Corporation Act:

- (a) The Bylaws of Aplicare Kentucky at the Effective Time shall become the Bylaws of the Surviving Corporation.
- (b) The members of the Board of Directors of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock and Bruce H. Wilson.
- (c) The officers of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock, President and Treasurer; Bruce H. Wilson, Vice President and Secretary.

**SECTION 1.5** Date and Time of Closing. The closing of the transaction contemplated by this agreement (the "Closing") shall be held at the offices of Sandler, Goldstein and Mara, P.C., One Hartford Square West, Hartford, Connecticut at 1:00 p.m. on December 30, 1999, or on such other place, time and date as the parties shall agree.

**SECTION 1.6** Accounting Terms. All accounting terms not specifically defined in this agreement shall be construed in accordance with generally accepted accounting principles consistently applied.



ARTICLE II  
Share Conversion

SECTION 2.1 Share Conversion. The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:

(a) As of the Effective Time, by virtue of the Merger and without any action on the part of the holders hereof the Aplicare Kentucky shareholders shall have their Aplicare Kentucky shares converted into validly issued equal shares, fully paid and nonassessable shares of the common stock, no par value, of Aplicare Connecticut in proportion to their percentage of ownership of Aplicare Kentucky Shares.

SECTION 2.2 Issuance of Certificates. Aplicare Connecticut shall arrange at or before the Effective Time to issue to each holder of the common stock of the Merging Corporation a certificate representing the common stock of the Surviving Corporation to which such record holder is then entitled. As of the Effective Time, the stock transfer records of the Merging Corporation shall be closed and no further transfers on the stock transfer records of the Merging Corporation shall be made. Holders of certificates representing common stock of the Merging Corporation, issued and outstanding at the Effective Time, shall have no rights under this Agreement with respect to such certificates other than to surrender them pursuant to this Section 2.2.

**THIRD:** The number of outstanding shares of McBar, is 21,000 shares of no par value, all of which are entitled to vote. The number of outstanding shares of Aplicare Connecticut is 21,000 shares of no par value, all of which are entitle to vote. There is no other outstanding stock of McBar, Aplicare Kentucky or Aplicare Connecticut.

**FOURTH:** The Plans and Agreements of Merger as set forth above were adopted by the Board of Directors of each corporation party to the merger on December 30, 1999, in accordance with the provisions of Connecticut General Statutes §33-817.

**FIFTH:** Pursuant to Connecticut General Statutes §33-817, the Board of Directors of each corporation party to the merger on December 30, 1999, recommended the Plans and Agreements of Merger for approval by its shareholders.

**SIXTH:** The Plans and Agreements of Merger between McBar and Aplicare Connecticut and Aplicare Kentucky and Aplicare Connecticut were approved at a meeting of the shareholders on December 30, 1999, by unanimous consent of the all the shareholders.

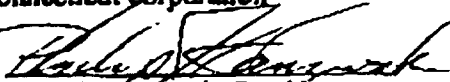
**SEVENTH:** The effective date of Merger of McBar and Aplicare Kentucky into Aplicare Connecticut shall be the 1st day of January, 2000.

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FILED 12/30/1999 03:39 PM PAGE 00793  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**EIGHTH:** Upon the filing of this Certificate of Merger, the name of the surviving corporation shall be changed to APLICARE, INC.

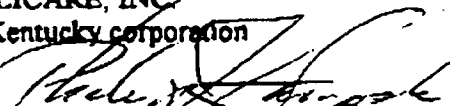
IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 30<sup>th</sup> day of December, 1999.

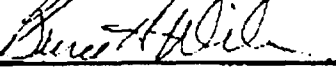
**APLICARE, INC. OF CONNECTICUT**  
a Connecticut corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

**APLICARE, INC.**  
A Kentucky corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

**McBAR MEDICAL INDUSTRIES, INC.**  
A Kentucky corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

**REPORT OF ACTION BY DIRECTORS  
OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

Pursuant to the provisions of Connecticut General Statutes §33-817 the undersigned, being the Directors of APLICARE, INC. OF CONNECTICUT, a Connecticut corporation (herein "Alicare Connecticut"), hereby unanimously approve and consent to the following action:

1. The adoption and approval of a Plan and Agreement of Merger between APLICARE, INC., a Kentucky corporation ("Aplicare Kentucky") with Aplicare Connecticut, upon the terms and conditions as set out in the certain Plan and Agreement of Merger between Aplicare Kentucky and Aplicare Connecticut dated December 30, 1999, (herein the "Plan of Merger")
2. The recommendation of the Plan of Merger for approval by the shareholders of the Aplicare Connecticut.
3. The President of Aplicare Connecticut, Philip J. Hamrock, shall be and is hereby authorized and directed to execute and deliver any and all documents and to take such other action on behalf of Aplicare Connecticut as he deems in his discretion to be reasonably necessary to effect and consummate the merger and all other transactions as contemplated or required under the terms of the Plan of Merger. Aplicare Connecticut shall be bound by all such instruments executed and delivered and all such actions taken, all of which shall constitute valid and binding obligations of Aplicare Connecticut enforceable in accordance with their terms and conditions.
4. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

FILING #0002058280 PG 09 OF 25 VOL B-00310  
FILED 12/30/1999 03:39 PM PAGE 00795  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned, being all of the Directors of Aplicare Connecticut, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

BEING ALL THE DIRECTORS OF  
APLICARE, INC OF CONNECTICUT.  
A Connecticut Corporation

P: Aplicare McBar 99041/Agreement/REPORT OF ACTION BY DIRECTORS,APLICARE CT & APLICARE KY

**REPORT OF ACTION BY DIRECTORS  
OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

Pursuant to the provisions of Connecticut General Statutes §33-817 the undersigned, being the Directors of APLICARE, INC. OF CONNECTICUT, a Connecticut corporation (herein "Aplicare Connecticut"), hereby unanimously approve and consent to the following action:

1. The adoption and approval of a Plan and Agreement of Merger between McBAR MEDICAL INDUSTRIES, INC., a Kentucky corporation ("McBar") with Aplicare Connecticut, upon the terms and conditions as set out in the certain Plan and Agreement of Merger between McBar and Aplicare Connecticut dated December 30, 1999, (herein the "Plan of Merger")
2. The recommendation of the Plan of Merger for approval by the shareholders of the Aplicare Connecticut.
3. The President of Aplicare Connecticut, Philip J. Hamrock, shall be and is hereby authorized and directed to execute and deliver any and all documents and to take such other action on behalf of Aplicare Connecticut as he deems in his discretion to be reasonably necessary to effect and consummate the merger and all other transactions as contemplated or required under the terms of the Plan of Merger. Aplicare Connecticut shall be bound by all such instruments executed and delivered and all such actions taken, all of which shall constitute valid and binding obligations of Aplicare Connecticut enforceable in accordance with their terms and conditions.
4. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

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FILED 12/30/1999 03:39 PM PAGE 00797  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned, being all of the Directors of Aplicare Connecticut, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

BEING ALL THE DIRECTORS OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation

*F:\Aplicare McBar 9904\Agreements\REPORT OF ACTION BY DIRECTORS APICARE CT & MCBAR*

**REPORT OF ACTION BY DIRECTORS  
OF  
McBAR MEDICAL INDUSTRIES, INC.  
A Kentucky Corporation**

Pursuant to the provisions of Kentucky Revised Statutes 271B.11-010 et. seq. the undersigned, being the Directors of McBAR MEDICAL INDUSTRIES, INC., a Kentucky corporation (herein "McBar"), hereby unanimously approve and consent to the following action:

1. The adoption and approval of a Plan and Agreement of Merger between McBar, with APLICARE, INC. OF CONNECTICUT, a Connecticut corporation ("Aplicare Connecticut"), upon the terms and conditions as set out in the certain Plan and Agreement of Merger between McBar and Aplicare Connecticut dated December 30, 1999, (herein the "Plan of Merger")
2. The recommendation of the Plan of Merger for approval by the shareholders of the McBar.
3. The President of McBar, Philip J. Hamrock, shall be and is hereby authorized and directed to execute and deliver any and all documents and to take such other action on behalf of McBar as he deems in his discretion to be reasonably necessary to effect and consummate the merger and all other transactions as contemplated or required under the terms of the Plan of Merger. McBar shall be bound by all such instruments executed and delivered and all such actions taken, all of which shall constitute valid and binding obligations of McBar enforceable in accordance with their terms and conditions.
4. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

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FILED 12/30/1999 03:39 PM PAGE 00799  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned, being all of the Directors of McBar, affix their signatures hereto intending to be legally bound hereby effective the date first above written:

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

BEING ALL THE DIRECTORS OF  
McBAR MEDICAL INDUSTRIES INC.,  
A Kentucky Corporation

F:\Aplicare McBar 99041\Agreements\REPORT OF ACTION BY DIRECTORS\McBAR KY



**REPORT OF ACTION BY DIRECTORS  
OF  
APLICARE, INC.  
A Kentucky Corporation**

Pursuant to the provisions of Kentucky Revised Statutes 271B.11-010 et. seq. the undersigned, being the Directors of APLICARE, INC., a Kentucky corporation (herein "Aplicare Kentucky"), hereby unanimously approve and consent to the following action:

1. The adoption and approval of a Plan and Agreement of Merger between Aplicare Kentucky, with APLICARE, INC. OF CONNECTICUT, a Connecticut corporation ("Aplicare Connecticut"), upon the terms and conditions as set out in the certain Plan and Agreement of Merger between the Aplicare Kentucky and Aplicare Connecticut dated December 30, 1999, (herein the "Plan of Merger").
2. The recommendation of the Plan of Merger for approval by the shareholders of the Aplicare Kentucky.
3. The President of Aplicare Kentucky, Philip J. Hamrock, shall be and is hereby authorized and directed to execute and deliver any and all documents and to take such other action on behalf of Aplicare Kentucky as he deems in his discretion to be reasonably necessary to effect and consummate the merger and all other transactions as contemplated or required under the terms of the Plan of Merger. Aplicare Kentucky shall be bound by all such instruments executed and delivered and all such actions taken, all of which shall constitute valid and binding obligations of Aplicare Kentucky enforceable in accordance with their terms and conditions.
4. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

FILING #0002058280 PG 15 OF 25 VOL B-00310  
FILED 12/30/1999 03:39 PM PAGE 00801  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the undersigned, being all of the Directors of Apicare Kentucky, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

BEING ALL THE DIRECTORS OF  
APICARE INC.,  
A Kentucky Corporation

*F:\Apicare\McBee\99041\Agreements\REPORT OF ACTION BY DIRECTORS,APICARE KY*

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FILED 12/30/1999 03:39 PM PAGE 00802  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**REPORT OF ACTION BY SHAREHOLDERS  
OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

Pursuant to the provisions of Connecticut General Statutes §33-815 et. seq. the undersigned, being all the shareholders of APLICARE, INC. OF CONNECTICUT, a Connecticut corporation (herein "Aplicare Connecticut"), hereby unanimously approve and consent to the following action:

1. The approval of a Plan and Agreement of Merger recommended by the Directors of Aplicare Connecticut between APLICARE, INC., a Kentucky corporation ("Aplicare Kentucky") with Aplicare Connecticut, upon the terms and conditions as set out in the certain Plan and Agreement of Merger between Aplicare Kentucky and Aplicare Connecticut dated December 30, 1999.
2. In accordance with Connecticut General Statutes §33-700, the waiver of any notice required to the shareholders by Aplicare Connecticut under Connecticut General Statutes §33-817.
3. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of Aplicare Connecticut, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

**BEING ALL THE SHAREHOLDERS OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**REPORT OF ACTION BY SHAREHOLDERS  
OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

Pursuant to the provisions of Connecticut General Statutes §33-815 et. seq. the undersigned, being the all the Shareholders of APLICARE, INC. OF CONNECTICUT, a Connecticut corporation (herein "Aplicare Connecticut"), hereby unanimously approve and consent to the following action:

1. The approval of a Plan and Agreement of Merger recommended by the Directors of Aplicare Connecticut between McBar MEDICAL INDUSTRIES, INC., a Kentucky corporation ("McBar") with Aplicare Connecticut, upon the terms and conditions as set out in the certain Plan and Agreement of Merger between McBar and Aplicare Connecticut dated December 30, 1999.
2. In accordance with Connecticut General Statutes §33-700, the waiver of any notice required to the shareholders by Aplicare Connecticut under Connecticut General Statutes §33-817.
3. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of Aplicare Connecticut, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

**BEING ALL THE SHAREHOLDERS OF  
APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation**

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**REPORT OF ACTION BY SHAREHOLDERS  
OF  
APLICARE, INC.  
A Kentucky Corporation**

Pursuant to the provisions of Kentucky Revised Statutes 271B.11-010 et. seq. the undersigned, being all the shareholders of APLICARE, INC., a Kentucky corporation (herein "Aplicare Kentucky"), hereby unanimously approve and consent to the following action:

1. The approval of a Plan and Agreement of Merger recommended by the Directors of Aplicare Kentucky between Aplicare Kentucky, with APLICARE, INC. OF CONNECTICUT, a Connecticut corporation ("Aplicare Connecticut"), upon the terms and conditions as set out in the certain Plan and Agreement of Merger between the Aplicare Kentucky and Aplicare Connecticut dated December 30, 1999.
2. In accordance with Kentucky Revised Statutes 271B.7-060, the waiver of any notice required to the shareholders by Aplicare Kentucky under Kentucky Revised Statutes 271B.11-030.
3. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of Aplicare Kentucky, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

BEING ALL THE SHAREHOLDERS OF  
APLICARE INC.,  
A Kentucky Corporation

F:\Aplicare\McBar 99041\Agreements\REPORT OF ACTION BY SH-APLICARE KY

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

**REPORT OF ACTION BY SHAREHOLDERS  
OF  
McBAR MEDICAL INDUSTRIES, INC.  
A Kentucky Corporation**

Pursuant to the provisions of Kentucky Revised Statutes 271B.11-010 et. seq. the undersigned, being all the shareholders of McBAR MEDICAL INDUSTRIES, INC., a Kentucky corporation (herein "McBar"), hereby unanimously approve and consent to the following action:

1. The approval of a Plan and Agreement of Merger recommended by the Directors of McBar between McBar, with APPLICARE, INC. OF CONNECTICUT, a Connecticut corporation ("Aplicare Connecticut"), upon the terms and conditions as set out in the certain Plan and Agreement of Merger between McBar and Aplicare Connecticut dated December 30, 1999.
2. In accordance with Kentucky Revised Statutes 271B.7-060, the waiver of any notice required to the shareholders by McBar under Kentucky Revised Statutes 271B.11-030.
3. The effective date of this Report of Action and the approval and consent recited herein is December 30, 1999, and such approval and consent shall remain in full force and effect until revoked in a writing executed and delivered by all of the undersigned.

IN WITNESS WHEREOF, the undersigned, being all of the Shareholders of McBar, affix their signatures hereto intending to be legally bound hereby effective the date first above written.

By:   
PHILIP J. HAMROCK

By:   
BRUCE H. WILSON

**BEING ALL THE SHAREHOLDERS OF  
McBAR MEDICAL INDUSTRIES INC.,  
A Kentucky Corporation**

*F:Aplicare McBar 990411/Agreement/REPORT OF ACTION BY SH.MC BAR KY*

## PLAN AND AGREEMENT OF MERGER

This is a PLAN AND AGREEMENT OF MERGER (the "Agreement") dated as of December 30, 1999 between McBAR MEDICAL INDUSTRIES, INC. (herein "McBar"), a Kentucky corporation, and APLICARE, INC. OF CONNECTICUT. (herein "Aplicare Connecticut"), a Connecticut corporation, with McBar sometimes referred to as the Merging Corporation and Aplicare Connecticut sometimes referred to as the Surviving Corporation.

### ARTICLE I

#### The Merger

SECTION 1.1 Statutory Merger Upon the terms and conditions set forth in this Agreement, and in accordance with the provisions of the Connecticut Business Corporation Act and the Kentucky Business Corporation Act, McBar shall be merged with and into Aplicare Connecticut (the "Merger") at the Effective Time (as defined in Section 1.2 herein).

SECTION 1.2 Certificate of Merger and Effective Time of Merger. Immediately after approval of the Merger by the shareholders of McBar and the shareholders of Aplicare Connecticut, and subject to the terms and conditions of this Agreement, McBar and Aplicare Connecticut shall duly execute a Certificate of Merger at a closing pursuant to Section 1.5 herein. As used in this Agreement, the term "Effective Time" shall mean the effective date of the Certificate of Merger in accordance with Connecticut General Statutes §33-819.

SECTION 1.3 Effect of Merger. At the Effective Time:

(a) The separate existence of the Merging Corporation shall cease, and Aplicare Connecticut, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Connecticut under its existing name;

(b) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of corporations organized under the Connecticut Business Corporation Act;

(c) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Aplicare Connecticut and the Merging Corporation;

(d) All property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of Aplicare Connecticut and the

Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;

(e) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Aplicare Connecticut and the Merging Corporation;

(f) Any existing claim or action or proceeding pending by or against Aplicare Connecticut or the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation, in its discretion, may be substituted in the place of Aplicare Connecticut or the Merging Corporation; and

(g) Neither the rights of creditors nor any liens upon the property of either Aplicare Connecticut or the Merging Corporation shall be impaired by the Merger.

**SECTION 1.4** Names, Articles, Bylaws, Directors and Officers of Surviving Corporation. From and after the Effective Time, until changed or amended in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and with the Connecticut Business Corporation Act:

- (a) The Bylaws of McBar at the Effective Time shall become the Bylaws of the Surviving Corporation.
- (b) The members of the Board of Directors of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock and Bruce H. Wilson.
- (c) The officers of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock, President and Treasurer; Bruce H. Wilson, Vice President and Secretary.

**SECTION 1.5** Date and Time of Closing. The closing of the transaction contemplated by this agreement (the "Closing") shall be held at the offices of Sandler, Goldstein and Mara, P.C., One Hartford Square West, Hartford, Connecticut at 1:00 p.m. on December 30, 1999, or on such other place, time and date as the parties shall agree.

**SECTION 1.6** Accounting Terms. All accounting terms not specifically defined in this agreement shall be construed in accordance with generally accepted accounting principles consistently applied.

## ARTICLE II Share Conversion

**SECTION 2.1** Share Conversion. The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:



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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

(a) As of the Effective Time, by virtue of the Merger and without any action on the part of the holders hereof the McBar shareholders shall have their McBar shares converted into validly issued equal shares, fully paid and nonassessable shares of the common stock, no par value, of Aplicare Connecticut in proportion to their percentage of ownership of McBar Shares.

**SECTION 2.2** Issuance of Certificates. Aplicare Connecticut shall arrange at or before the Effective Time to issue to each holder of the common stock of the Merging Corporation a certificate representing the common stock of the Surviving Corporation to which such record holder is then entitled. As of the Effective Time, the stock transfer records of the Merging Corporation shall be closed and no further transfers on the stock transfer records of the Merging Corporation shall be made. Holders of certificates representing common stock of the Merging Corporation, issued and outstanding at the Effective Time, shall have no rights under this Agreement with respect to such certificates other than to surrender them pursuant to this Section 2.2.

IN WITNESS WHEREOF, the undersigned have executed and signed this Agreement this 30<sup>th</sup> day of December, 1999.

APLICARE, INC. OF CONNECTICUT  
a Connecticut corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

McBAR MEDICAL INDUSTRIES, INC.  
A Kentucky corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

Aplicare/Agreement/Plan of Merger-APCT&McBAR

## PLAN AND AGREEMENT OF MERGER

This is a PLAN AND AGREEMENT OF MERGER (the "Agreement") dated as of December 30, 1999 between APLICARE, INC. (herein "Aplicare Kentucky"), a Kentucky corporation, and APLICARE, INC. OF CONNECTICUT. (herein "Aplicare Connecticut"), a Connecticut corporation, with Aplicare Kentucky sometimes referred to as the Merging Corporation and Aplicare Connecticut sometimes referred to as the Surviving Corporation.

### ARTICLE I

#### The Merger

SECTION 1.1 Statutory Merger Upon the terms and conditions set forth in this Agreement, and in accordance with the provisions of the Connecticut Business Corporation Act and the Kentucky Business Corporation Act, Aplicare Kentucky shall be merged with and into Aplicare Connecticut (the "Merger") at the Effective Time (as defined in Section 1.2 herein).

SECTION 1.2 Certificate of Merger and Effective Time of Merger. Immediately after approval of the Merger by the shareholders of Aplicare Kentucky and the shareholders of Aplicare Connecticut, and subject to the terms and conditions of this Agreement, Aplicare Kentucky and Aplicare Connecticut shall duly execute a Certificate of Merger at a closing pursuant to Section 1.5 herein. As used in this Agreement, the term "Effective Time" shall mean the effective date of the Certificate of Merger in accordance with Connecticut General Statutes §33-819.

SECTION 1.3 Effect of Merger. At the Effective Time:

(a) The separate existence of the Merging Corporation shall cease, and Aplicare Connecticut, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Connecticut under its existing name;

(b) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of corporations organized under the Connecticut Business Corporation Act;

(c) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Aplicare Connecticut and the Merging Corporation;

(d) All property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of Aplicare Connecticut and the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;

(e) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Aplicare Connecticut and the Merging Corporation;

(f) Any existing claim or action or proceeding pending by or against Aplicare Connecticut or the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation, in its discretion, may be substituted in the place of Aplicare Connecticut or the Merging Corporation; and

(g) Neither the rights of creditors nor any liens upon the property of either Aplicare Connecticut or the Merging Corporation shall be impaired by the Merger.

**SECTION 1.4** Names, Articles, Bylaws, Directors and Officers of Surviving Corporation. From and after the Effective Time, until changed or amended in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and with the Kentucky Business Corporation Act:

- (a) The Bylaws of Aplicare Kentucky at the Effective Time shall become the Bylaws of the Surviving Corporation.
- (b) The members of the Board of Directors of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock and Bruce H. Wilson.
- (c) The officers of the Surviving Corporation after the Effective Time shall be: Philip J. Hamrock, President and Treasurer; Bruce H. Wilson, Vice President and Secretary.

**SECTION 1.5** Date and Time of Closing. The closing of the transaction contemplated by this agreement (the "Closing") shall be held at the offices of Sandler, Goldstein and Mara, P.C., One Hartford Square West, Hartford, Connecticut at 1:00 p.m. on December 30, 1999, or on such other place, time and date as the parties shall agree.

**SECTION 1.6** Accounting Terms. All accounting terms not specifically defined in this agreement shall be construed in accordance with generally accepted accounting principles consistently applied.

## **ARTICLE II** **Share Conversion**

**SECTION 2.1** Share Conversion. The manner and basis of converting shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:

(a) As of the Effective Time, by virtue of the Merger and without any action on the part of the holders hereof the Aplicare Kentucky shareholders shall have their

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SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

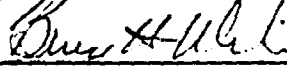
Aplicare Kentucky shares converted into validly issued equal shares, fully paid and nonassessable shares of the common stock, no par value, of Aplicare Connecticut in proportion to their percentage of ownership of Aplicare Kentucky Shares.

**SECTION 2.2** Issuance of Certificates. Aplicare Connecticut shall arrange at or before the Effective Time to issue to each holder of the common stock of the Merging Corporation a certificate representing the common stock of the Surviving Corporation to which such record holder is then entitled. As of the Effective Time, the stock transfer records of the Merging Corporation shall be closed and no further transfers on the stock transfer records of the Merging Corporation shall be made. Holders of certificates representing common stock of the Merging Corporation, issued and outstanding at the Effective Time, shall have no rights under this Agreement with respect to such certificates other than to surrender them pursuant to this Section 2.2.

IN WITNESS WHEREOF, the undersigned have executed and signed this Agreement this 30<sup>th</sup> day of December, 1999.

APLICARE, INC. OF CONNECTICUT  
A Connecticut Corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

APLICARE, INC.  
A Kentucky Corporation

By:   
Philip J. Hamrock, President

By:   
Bruce H. Wilson, Secretary

P:\Aplicare\McBar 9904\Agreements\PLAN AND AGREEMENT OF MERGER\ACT&PKY