

KIRKPATRICK & LOCKHART LLP

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836105

June 23, 1999

Secretary of State of Florida
Corporations Division
P O Box 6327
Tallahassee, FL 32314

100002915791--3
-06/25/99--01069--001
*****78.75 *****78.75

Re: Merger of Coulter Holdings, Inc. and Coulter Corporation

Ladies and Gentlemen:

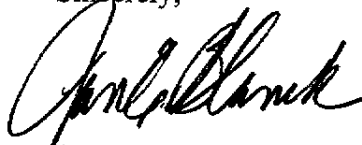
Enclosed are Articles of Merger, in duplicate, prepared to effect the merger of Coulter Holdings, Inc., a Florida corporation, with and into Coulter Corporation, a Delaware corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$35.00 per corporation
Certified Copy	<u>8.75</u>
Total	\$78.75

836105
\$39149

Please return the certified copy of the Articles to me. Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Peter Ansel

cc: Marc H. Auerbach, Esq.
Richard Palacino

OK
4/9/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

COULTER HOLDINGS, INC., document number S39149, a Florida Corporation.

INTO

COULTER CORPORATION, a Delaware corporation, 836105

File date: June 25, 1999

Corporate Specialist: Carol Mustain

ARTICLES AND PLAN OF MERGER

THESE ARTICLES AND PLAN OF MERGER (the "Agreement"), dated May 19, 1999, is made by and between Coulter Corporation, a Delaware corporation ("Coulter"), and Coulter Holdings, Inc., a Florida corporation (the "Coulter Holdings"), as adopted by the unanimous vote of the shareholders and directors of Coulter and Coulter Holdings on May 19, 1999:

WITNESSETH:

WHEREAS, the parties desire that Coulter Holdings be merged with and into the Coulter, with Coulter being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act and with Section 252 of the General Corporation Law of the State of Delaware in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Coulter Holdings shall be merged with and into Coulter, the separate and corporate existence of Coulter Holdings shall cease, and Coulter shall continue its corporate existence under the laws of Delaware under its present name (the "Surviving Corporation"). (Coulter and Coulter Holdings are collectively referred to as the "Constituent Corporations".) (The foregoing hereinafter referred to as the "Merger".)

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporation existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger, and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Coulter Holdings shall be canceled without payment of any consideration and without any conversion of same into shares of Coulter or any other entity; and

(b) Each issued and outstanding share of capital stock of Coulter shall remain

the same.

5. The Articles of Incorporation of Coulter in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

SURVIVING CORPORATION:

Attested:

By:

William H. May
William H. May, Secretary

Coulter Corporation,
a Delaware corporation

By:

Ed Vivanco
Ed Vivanco, President

MERGING ENTITY:

Attested:

By:

William H. May
William H. May, Secretary

Coulter Holdings, Inc.,
a Florida corporation

By:

Ed Vivanco
Ed Vivanco, President

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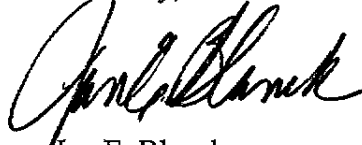
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Ed Vivanco, President

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Attested:

By:

William H. May
William H. May, Secretary

Coulter Holdings, Inc.,
a Florida corporation

By:

Ed Vivanco
Ed Vivanco, President