

PO1000076304

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

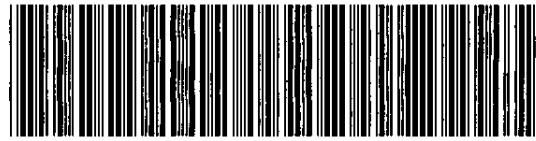
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 FEB -2 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Morgan 2/3/10

VIA FEDEX

1 February 2010

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Keystone Analytical, Inc., a Florida Corporation, Document No.
P01000076304 merger with and into Taylor Technology, a New Jersey
Corporation
Articles of Merger

Dear Sir or Madam:

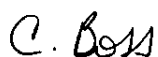
Enclosed please find the original and one copy of the Articles of Merger on behalf of Keystone Analytical, Inc. along with the attached Agreement and Plan of Merger. Kindly file the Articles of Merger and return a "filed" copy to my attention.

Also enclosed is a check in the amount of \$70.00 (\$35.00 X 2), which represents the filing fees.

Should you have any questions or problems, please contact me.

Thank you for your assistance with this matter.

Best regards,



Christine Boss
Senior Paralegal
609-951-6643
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Taylor Technology, Inc., a New Jersey Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Christine Boss

Contact Person

PharmaNet

Firm/Company

504 Carnegie Center

Address

Princeton, NJ 08540

City/State and Zip Code

cboss@pharmanet.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christine Boss

Name of Contact Person

At (609)

951-6643

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Taylor Technology, Inc.	New Jersey	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Keystone Analytical, Inc.	Florida	P01000076304
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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 ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 January 22, 2010.

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 January 22, 2010.

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)

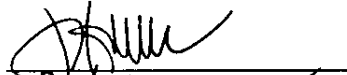
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

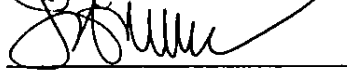
Typed or Printed Name of Individual & Title

Taylor Technology, Inc.



Jeffrey P. McMullen, Executive VP

Keystone Analytical, Inc.



Jeffrey P. McMullen, Executive VP

CSB

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Taylor Technology, Inc.</u>	<u>New Jersey</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Keystone Analytical, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Please see attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Not applicable

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

OF

KEYSTONE ANALYTICAL, INC.
(a Florida corporation)

WITH AND INTO

TAYLOR TECHNOLOGY, INC.
(a New Jersey corporation)

This AGREEMENT AND PLAN OF MERGER is dated as of January 22, 2010 (the "Plan of Merger") by and between Keystone Analytical, Inc., a Florida corporation ("Merging Entity") and Taylor Technology, Inc., a New Jersey corporation ("Surviving Entity"), both wholly owned subsidiaries of PharmaNet Development Group, Inc., a Delaware corporation ("PDGI").

WHEREAS, Merging Entity and Surviving Entity desire that Merging Entity merge with and into Surviving Entity (such merger, the "Merger"); and

WHEREAS, the Board of Directors of Merging Entity and the Board of Directors of Surviving Entity have authorized the consummation of the Merger upon the terms and conditions set forth herein,

NOW, THEREFORE, the Merger shall be effected in substantially the following manner:

1. On the Effective Date (as defined below), Keystone Analytical, Inc., shall merge with and into Taylor Technology, Inc., which shall be the surviving corporation. The Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of New Jersey and the name of the Surviving Corporation shall be "Taylor Technology, Inc."
2. On the Effective Date, the corporation existence of Surviving Entity, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all of the rights, privileges, immunities, powers and purposes of the Merging Entity, and all of the property (real, personal and intangible), causes of action and every other asset of the Merging Entity shall rest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Merging Entity, all without further act or deed.
3. The separate corporate existence of the Merging Entity shall cease on the Effective Date.
4. The Effective Date of the Merger shall be the date of the filing of the Certificate of Merger with the New Jersey Secretary of State (the "Effective Date").

5. On the Effective Date, all shares of stock of the Merging Entity which are issued and outstanding or held as treasury stock immediately prior to the Merger shall be cancelled.

6. On the Effective Date, the Certificate of Incorporation of Surviving Entity as in effect immediately prior to the Merger shall be and remain the Certificate of Incorporation of the Surviving Company until the same shall be altered, amended or repealed as provided by law.

7. On the Effective Date, the Bylaws of Surviving Entity as in effect immediately prior to the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided by law.

8. On the Effective Date, the present officers of Surviving Entity shall remain the officers of the Surviving Corporation and shall hold office until their successors shall be elected and qualified.

9. The Plan of Merger herein made and adopted shall be submitted to the sole shareholder of both the Merging Entity and the Surviving Corporation for adoption or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act (the "NJBCA") and the Florida Department of State Division of Corporations (the "FLDOC").

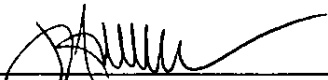
10. In the event that the Plan of Merger shall have been adopted by the sole shareholder of both the Merging Entity and the Surviving Corporation in the manner prescribed by the provisions of the NJBCA and FLDOC, the Merging Entity and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and/or the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

11. This Plan of Merger was duly adopted by the Board of Directors of the Merging Entity and the Surviving Corporation, on January 22, 2010.

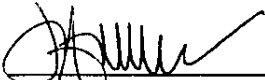
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date first written above.

Taylor Technology, Inc

Keystone Analytical, Inc.,



Jeffrey P. McMullen
Executive Vice President



Jeffrey P. McMullen
Executive Vice President

CSB