

P97000015455



ACCOUNT NO. : 072100000032

REFERENCE : 557601 4728359

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : October 8, 1997

Merger

ORDER TIME : 9:51 AM

ORDER NO. : 557601-005

300002314803--1

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

ARTICLES OF MERGER

DUNHALL PHARMACEUTICALS, INC.

INTO

OMNII PRODUCTS OF PALM BEACH,
INC.

10/8/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS

Stamp area with handwritten initials 'PDM' and 'PDM' and a date stamp '10/8/97'. Includes fields for 'PLAIN COPY', 'CERTIFIED COPY', and 'EXAMINER'S INITIALS'.

FILED
97 OCT -8 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -8
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000015455

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**DUNHALL PHARMACEUTICALS, INC., an Arkansas corporation not authorized
to transact business in Florida**

INTO

**OMNII PRODUCTS OF PALM BEACH, INC., a Florida corporation,
P97000015455.**

File date: October 8, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**Articles of Merger
of
Dunhall Pharmaceuticals, Inc.
with and into
Omnii Products of Palm Beach, Inc.**

97 OCT -8 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dunhall Pharmaceuticals, Inc. an Arkansas corporation, and Omnii Products of Palm Beach, Inc., a Florida corporation (collectively the "Constituent Corporations"), acting in compliance with the provisions of §607.1105 of the Florida Statutes and §4-26-1001 of the Arkansas Business Corporation Act, hereby certify as follows:


1. A plan of merger has been approved by the board of directors and a requisite majority in interest of the shareholders of each of the Constituent Corporations. A copy of the Agreement of Merger and Plan of Reorganization, dated February 21, 1997, setting forth the terms of the merger, is attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger shall be the later of the date these Articles of Merger are filed with the respective offices of the Secretary of State of each of Arkansas and Florida.


3. The merger was adopted and approved by the shareholders of each of the Constituent Corporations. The Board of Directors of Dunhall Pharmaceuticals, Inc. approved the merger on February 18, 1997 and its shareholders approved the merger on March 5, 1997. The incorporator of Omnii Products of Palm Beach, Inc. and its shareholder approved the merger on February 18, 1997 and the Board of Directors of Omnii Products of Palm Beach, Inc. subsequently ratified that approval effective September 25, 1997.

Dated: September 26, 1997.

Dunhall Pharmaceuticals, Inc.

By: 
George W. Heaton, President

Omnii Products of Palm Beach, Inc.

By: 
George W. Heaton, President

**Articles of Merger
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with and into
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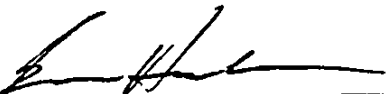
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Dunhall Pharmaceuticals, Inc.

By: 
George W. Heaton, President

Omnii Products of Palm Beach, Inc.

By: 
George W. Heaton, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization, dated February 21, 1997 by and between Dunhall Pharmaceuticals, Inc., an Arkansas corporation ("Dunhall") and Omnii Products of Palm Beach, Inc., a Florida corporation (the "Subsidiary").

BACKGROUND INFORMATION

The Boards of Directors of Dunhall and the Subsidiary have resolved that Dunhall be merged pursuant to the general corporation laws of the State of Arkansas and of the State of Florida into a single corporation existing under the laws of the State of Florida, and the Subsidiary shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation"), in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

The authorized capital stock of Dunhall consists of 1,000,000 shares of Common Stock with a par value of \$.20 per share ("Dunhall's Common Stock"), of which 763,636 shares are issued and outstanding. The authorized capital stock of the Subsidiary consists of 25,000,000 shares of Common Stock with a par value of \$.001 per share (the "Subsidiary's Common Stock"), 100 shares of which are issued and outstanding. The respective Boards of Directors of Dunhall and the Subsidiary have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

Accordingly, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the general corporation laws of the State of Arkansas and of the State of Florida that Dunhall shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") into a single corporation existing under the laws of the State of Florida, the Subsidiary shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

OPERATIVE PROVISIONS

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Dunhall's Stockholders' Meeting. Dunhall shall call a meeting of its stockholders to be held in accordance with the general corporation law of the State of Arkansas at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this agreement.

1.2 Action by Dunhall as Sole Stockholder of the Subsidiary. On or before March 31, 1997, Dunhall, as the sole stockholder of the Subsidiary, shall adopt this Agreement in accordance with the general corporation law of the State of Florida.

1.3 Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by the stockholders of Dunhall in accordance with the general corporation law of the State of Arkansas, (b) this Agreement is adopted by Dunhall as the sole stockholder of the Subsidiary, in accordance with the general corporation law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the general corporation law of the State of Florida and Articles of Merger shall be filed in accordance with the general corporation law of the State of Arkansas. Such filings shall be made on the same day. The Merger shall become effective as of 9:00 a.m. on the calendar day following the day of such filing in Florida (the "Effective Date)."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Dunhall shall cease, and Dunhall shall be merged into the Subsidiary which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Dunhall; and all of the rights, privileges, powers, and franchises of Dunhall, and all property, real, personal, and mixed, and all debts due to Dunhall on whatever account, as well as stock subscriptions and all other things in action or belonging to Dunhall, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all interests shall be thereafter as effectually the property of the Surviving Corporation as they were of Dunhall, and the title to any real estate vested by deed or otherwise, under the laws of the State of Arkansas or of the State of Florida or any other jurisdiction, in Dunhall, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Dunhall shall be preserved unimpaired; but all rights of creditors and all liens upon any property of Dunhall shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Dunhall or the corresponding officers of the Surviving Corporation, may, in the name of Dunhall, execute and deliver all such property deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Dunhall's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Omnii Products of Palm Beach, Inc. " "

2.2 Certificate of Incorporation. The Certificate of Incorporation of the Subsidiary as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of the Subsidiary, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Dunhall and the nature and amount of securities of the Subsidiary which the holders of shares of Dunhall Common Stock are to receive in exchange for such shares are as follows:

3.1 Dunhall Common Stock. Each one share of Dunhall Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of the Subsidiary's Common Stock, and outstanding certificates representing shares of Dunhall Common Stock shall thereafter represent shares of the Subsidiary's Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 The Subsidiary's Common Stock Held by Dunhall. All issued and outstanding shares of the Subsidiary's Common Stock held by Dunhall immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous


4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Dunhall, if the Board of Directors of Dunhall or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this agreement has been executed by Dunhall Pharmaceuticals, Inc., and Omnii Products of Palm Beach, Inc. all on the date first above written.

ATTEST:

DUNHALL PHARMACEUTICALS, INC.



Secretary

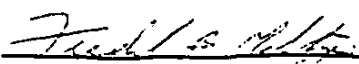
By: 
George W. Heaton, President

(SEAL)

ATTEST:

OMNII PRODUCTS OF PALM BEACH, INC.


Secretary

By: 
Frederick B. Meltzer, Vice President

(SEAL)

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