

Document Number Only

256675

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002652391--9

-09/30/98--01047--020

*****70.00 *****70.00

100002652391--9

-09/30/98--01047--021

*****52.50 *****52.50

Innotek, Inc.

into:

Johnson & Johnson Vision Products, Inc.

- () Profit
() NonProfit
() Limited Liability Company
() Foreign
() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy
() Call When Ready
() Walk In
() Mail Out
- () Amendment
() Dissolution/Withdrawal
() Annual Report
() Fict. Filing
() Photo Copies
() Call if Problem
() Will Wait
- ☒ Merger
() Mark
() Other
() Change of R.A.
() UCC-1 UCC-3
() CUS
() After 4:30
() Pick Up

FILED

98 SEP 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

SEP 30 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

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OFFICE OF CORPORATION

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1998

RECEIVED
98 OCT -8 PM 12:06
DIVISION OF CORPORATION

From: CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: JOHNSON & JOHNSON VISION PRODUCTS, INC.
Ref. Number: 256675

We have received your document for JOHNSON & JOHNSON VISION PRODUCTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form used in this filing is for a cross entity merger only. Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Please refer to section 607.1101 through 607.31107, Florida Statutes, which may pertain to the corporations in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

To: Teresa Brown
Corporate Specialist

Letter Number: 398A00048997

*Please Back-Date
this Filing to
Sept. 30, 1998
Thanks, M.S.*

ARTICLES OF MERGER
Merger Sheet

MERGING:

INNOTECH, INC., a Delaware corporation

INTO

JOHNSON & JOHNSON VISION PRODUCTS, INC., a Florida corporation,
256675

File date: September 30, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated this 23rd day of September, 1998 (the "Agreement"), pursuant to Section 607.1105, et. seq. of the General Corporation Law of the State of Florida (the "FGCL") , between Johnson & Johnson Vision products, Inc., a Florida corporation (the "Company"), and Innotech, Inc., a Delaware corporation ("Innotech").


First: The Plan and Agreement of Merger (the Plan") which effects the merger of Innotech with and into the Company is set forth as Annex A hereto. Pursuant to the Plan, Innotech shall be merged into the Company with the Company being the surviving corporation. The merger shall become effective on the date upon which the Plan is filed with the Secretary of State of Delaware.

Second: The Plan was adopted and approved by the board of directors and the sole stockholder of each constituent corporation as of the 23rd day of September, 1998.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by its vice president as the respective act, deed and agreement of each of said corporations on this 23rd day of September, 1998.

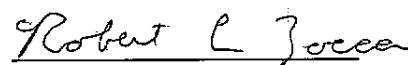
INNOTECH, INC.

By:


James R. Hilton,
Vice President

JOHNSON & JOHNSON
VISION PRODUCTS, INC.

By:


Robert L. Zocca,
Secretary

FILED
98 SEP 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 23rd day of September, 1998 (this "Agreement"), pursuant to Section 607.1101, et. seq. of the General Corporation Law of the State of Florida (the "FGCL"), between Johnson & Johnson Vision products, Inc., a Florida corporation (the "Company"), and Innotech, Inc., a Delaware corporation ("Innotech").

WHEREAS, the constituent corporations desire to merge into a single corporation with Johnson & Johnson Vision Products, Inc., being the surviving corporation.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Company hereby merges into itself Innotech and said Innotech shall be and hereby is merged into the Company with the Company being the surviving corporation. The name of the surviving corporation shall remain "Johnson & Johnson Vision Products, Inc."

SECOND: The Articles of Incorporation the Company, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the Company, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of Innotech which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall, by reason of the merger and without any action by the holder thereof, be converted into and exchanged for one fully paid and non-assessable share of common stock of the Company.

(c) After the effective date of this Agreement, the holder of any outstanding certificate representing shares of common stock of Innotech shall surrender the same to the Company for cancellation. After the effective date of this Agreement, the registered owner of any uncertificated shares of common stock of Innotech shall have said shares cancelled on the basis provided herein.

(d) Each of the constituent corporations shall take all such lawful action as may be necessary or appropriate in order to effectuate the transactions contemplated by this Agreement. If, at any time after the effective date of this Agreement, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Company with full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the constituent corporations, the officers and directors of such corporation are fully authorized in the name of their corporation or otherwise to take, and shall take, all such lawful and necessary action.

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

(a) The bylaws of the Company as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

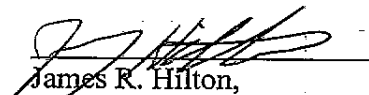
(b) The directors and officers of the Company shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing this Agreement with the Secretary of State of Delaware.

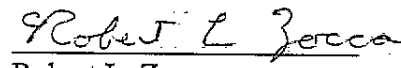
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Innotech shall be transferred to, vested in and devolve upon the Company without further act or deed and all property, rights, and every other interest of the Company and Innotech shall be as effectively the property of the Company as they were of the Company and Innotech respectively. Innotech hereby agrees from time to time, as and when requested by the Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Company may deem necessary or desirable in order to vest in and confirm to the Company title to and possession of any property of Innotech acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of Innotech and the proper officers and directors of the Company are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by its vice president as the respective act, deed and agreement of each of said corporations on this 23rd day of September, 1998.

INNOTECH, INC.

By: 
James R. Hilton,
Vice President

JOHNSON & JOHNSON
VISION PRODUCTS, INC.

By: 
Robert L. Zocca,
Secretary