

# 400447

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NOV 1, 2010

MERGER OR SHARE EXCHANGE  
MID-FLORIDA BIOLOGICALS, INC.

Certificate of Status	0
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EFFECTIVE DATE  
NOV 1, 2010

ARTICLES OF MERGER  
OF  
BIOTHERAPEUTIC LABORATORIES, INC.  
(hereinafter "the nonsurviving corporation")  
INTO  
MID-FLORIDA BIOLOGICALS, INC.  
(hereinafter "the surviving corporation")

The following Articles of Merger are submitted to merge the following California Corporation into the following Florida Corporation, in accordance with Section 607.1105 of the Florida Business Corporation Act.

**FIRST:** The exact name, jurisdiction and form/entity type of the nonsurviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Biotherapeutic Laboratories, Inc.	California	Corporation

**SECOND:** The exact name, jurisdiction and form/entity type of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mid-Florida Biologicals, Inc.	Florida	Corporation

**THIRD:** The name of the surviving corporation shall be CANGENE PLASMA RESOURCES, INC.

**FOURTH:** The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by the sole shareholder of the surviving corporation in accordance with the provisions of the Florida Business Corporation Act on October 28, 2010.

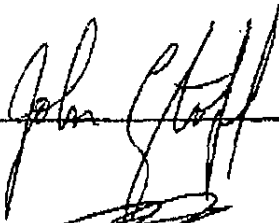

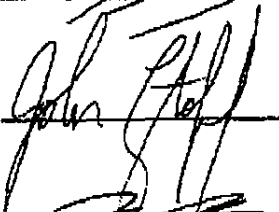
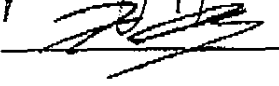
**FIFTH:** The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by the sole shareholder of the merging corporation in accordance with the provisions of the California General Corporation Law on October 28, 2010.

**SIXTH:** These articles of merger will be effective at 12:01 a.m. on November 1, 2010.

**SEVENTH:** The surviving corporation's principal office address in its home state, country or jurisdiction is as follows:

380 S. North Lake Blvd., Suite 1024  
Altamonte Springs, Florida 32701

**EIGHTH:**

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
Biotherapeutic Laboratories, Inc.		President & CEO
Biotherapeutic Laboratories, Inc.		Secretary
Mid-Florida Biologicals, Inc.		President & CEO
Mid-Florida Biologicals, Inc.		Secretary

**AGREEMENT AND PLAN OF MERGER**

*of*

**BIOTHERAPEUTIC LABORATORIES, INC.**

*with and into*

**MID-FLORIDA BIOLOGICALS, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of the 28th day of October, 2010 by and between **BIOTHERAPEUTIC LABORATORIES, INC.**, a California corporation with its principal office at 14435 Sherman Way, Suite 115, Van Nuys, California 91405, and **MID-FLORIDA BIOLOGICALS, INC.**, a Florida corporation with its principal office at 380 S. North Lake Blvd., Suite 1024, Altamonte Springs, Florida 32701.

**WHEREAS**, this Plan of Merger has been approved by the required vote of the directors and stockholders of each of Biotherapeutic Laboratories, Inc. and Mid-Florida Biologicals, Inc.

**NOW, THEREFORE**, in consideration of the covenants and agreements of the parties contained herein, the parties hereto make, adopt and approve this Plan of Merger in order to set forth the terms and conditions for the merger of Biotherapeutic Laboratories, Inc. with and into Mid-Florida Biologicals, Inc. (the "Merger").

1. Effective Time of the Merger. The Merger shall not be effective until such time as specified in the Articles of Merger filed with the Florida Department of State (or its successor agency) (the "Effective Time").
2. Constituent Institutions. The name of each constituent institution to the Merger is **MID-FLORIDA BIOLOGICALS, INC.** and **BIOTHERAPEUTIC LABORATORIES, INC.**
3. Name of the Surviving Corporation. The surviving corporation in the Merger shall be **CANGENE PLASMA RESOURCES, INC.** (sometimes referred to herein as the "Surviving Corporation").
4. Location of Home Office of the Surviving Corporation. The location of the principal office of the Surviving Corporation shall be 380 S. North Lake, Blvd., Suite 1024, Altamonte Springs, Florida 32701.
5. Terms and Conditions of Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, Biotherapeutic Laboratories, Inc. shall be

merged with and into Mid-Florida Biologicals, Inc. pursuant to the provisions of, and with the effect provided under the laws of, the State of Florida and the State of California. At the Effective Time, the separate existence of Biotherapeutic Laboratories, Inc. shall cease and the Surviving Corporation shall continue unaffected and unimpaired by the Merger. Without limiting the generality of the foregoing, at the Effective Time, all the property, rights, privileges, powers and franchises of Biotherapeutic Laboratories, Inc. and Mid-Florida Biologicals, Inc. shall vest in the Surviving Corporation, and all debts, liabilities and duties of Biotherapeutic Laboratories, Inc. and Mid-Florida Biologicals, Inc. shall become the debts, liabilities and duties of the Surviving Corporation. It is the intent of Biotherapeutic Laboratories, Inc. and Mid-Florida Biologicals, Inc. that the Merger constitute a tax-free reorganization in accordance with Section 368 of the Internal Revenue Code of 1986, as amended.

6. Articles of Incorporation. At the Effective Time, the articles of incorporation of Mid-Florida Biologicals, Inc., as in effect immediately before the Effective Time, shall constitute the articles of incorporation of the Surviving Corporation, unless and until the same shall be amended as provided by law and the terms of such articles of incorporation, except that the articles of incorporation of the Surviving Corporation shall be changed so that the name of the Surviving Corporation shall be "Cangene Plasma Resources, Inc."
7. Bylaws. At the Effective Time, the bylaws of Mid-Florida Biologicals, Inc., as in effect immediately before the Effective Time, shall be the bylaws of the Surviving Corporation, unless and until amended or repealed as provided by law, its articles of incorporation and such bylaws.
8. Directors of Surviving Corporation. The names of the persons who shall constitute the Board of Directors of the Surviving Corporation immediately after the Effective Time are listed in Appendix A attached hereto.
9. Effect on Outstanding Shares of Biotherapeutic Laboratories, Inc. Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, all outstanding shares of common stock, no par value per share, of Biotherapeutic Laboratories, Inc. shall automatically be canceled and retired without consideration and shall cease to exist.
10. Effect on Outstanding Shares of Mid-Florida Biologicals, Inc. Common Stock. The shares of common stock, par value \$10.00 per share, of Mid-Florida Biologicals, Inc. issued and outstanding immediately before the Effective Time shall remain outstanding and unchanged after the Merger and shall be the only issue and outstanding shares of the Surviving Corporation. The authorized capital stock of the Surviving Corporation shall be 1,000 shares of common stock, par value \$10.00 per share.

11. Termination. This Plan of Merger shall terminate immediately upon written notice by either of the parties hereto.
12. Amendment. This Plan of Merger may not be amended except by an agreement in writing signed on behalf of each of the parties hereto.
13. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.
14. Captions. The captions heading the sections in this Plan of Merger are for convenience only and shall not affect the construction or interpretation of this Plan of Merger.
15. Counterparts. This Plan of Merger may be executed in two or more counterparts, any of which may be facsimile copies, each of which shall be deemed an original instrument, but all of which together shall constitute one and the same instrument.

*[Remainder of page intentionally blank]*

IN WITNESS WHEREOF, each of the Parties has caused this Plan of Merger to be duly executed and delivered by its duly authorized officers as of the date first written above.

**Mid-Florida Biologicals, Inc.**

By: \_\_\_\_\_

President & CEO

**Biotherapeutic Laboratories, Inc.**

By: \_\_\_\_\_

President & CEO

**APPENDIX A**

Directors of Surviving Corporation

<u>Name</u>	<u>Residence Address</u>	<u>Year Term Expires</u>
John Langstaff	6161 Southboine Drive Winnipeg, Manitoba R3R 2Z3	2011
Michael Graham	98 Bergman Cr. Winnipeg, Manitoba R3R 1Z7	2011