

446121

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Bentley Pharmaceuticals, Inc. 446121
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 10/29

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 29 AM 10: 59

RECEIVED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

BENTLEY PHARMACEUTICALS, INC., a Florida corporation, 446121

INTO

BENTLEY PHARMA, INC., a Delaware corporation not qualified in Florida

File date: October 29, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

BENTLEY PHARMACEUTICALS, INC.
(a Florida corporation)
AND

BENTLEY PHARMA, INC.
(a Delaware corporation)

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign corporation herein named do hereby submit the following articles of merger.

1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Bentley Pharmaceuticals, Inc. 65 Lafayette Road North Hampton, NH 03862 Florida Document/Registration Number:	Florida 44-6121	Corporation FEI Number: 59-1513162
2. Bentley Pharma, Inc. 65 Lafayette Road North Hampton, NH 03862 Florida Document/Registration Number:	Delaware Not applicable	Corporation FEI Number: Not applicable

2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bentley Pharma, Inc.* 65 Lafayette Road North Hampton, NH 03862 Florida Document/Registration Number:	Delaware Not applicable	Corporation FEI Number: 59-1513162

At or about the time of the merger, the name of this entity will be changed to Bentley Pharmaceuticals, Inc.

3. Annexed hereto and made a part hereof is the Plan of Merger for merging Bentley Pharmaceuticals, Inc., a Florida corporation, with and into Bentley Pharma, Inc., a Delaware corporation. The Plan of Merger was approved by Bentley Pharmaceuticals, Inc. and Bentley Pharma, Inc., in accordance with the applicable laws of Florida and Delaware, respectively.

4. The shareholders of Bentley Pharmaceuticals, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger at a meeting of said shareholders on June 30, 1999.

5. The merger of Bentley Pharmaceuticals, Inc. with and into Bentley Pharma, Inc. is permitted by the laws of Delaware, the jurisdiction of organization of Bentley Pharma, Inc., and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Bentley Pharma, Inc. was June 30, 1999.

6. The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Bentley Pharmaceuticals, Inc.

7. As provided in Section 607.1302 of the Florida Business Corporation Act, the dissenting shareholders of Bentley Pharmaceuticals, Inc. are not entitled to dissenters' rights.

8. The merger shall become effective as of the date the Articles of Merger are filed with the Department of State of Florida.

Executed on October 29, 1999.

BENTLEY PHARMACEUTICALS, INC.

By: James R. Murphy
Name: James R. Murphy
Title: President and Chief Executive Officer

BENTLEY PHARMA, INC.

By: Michael D. Price
Name: Michael D. Price
Title: Treasurer and Secretary

PLAN OF MERGER adopted on April 14, 1999 by resolution of the Board of Directors of BENTLEY PHARMACEUTICALS, INC., a corporation organized under the laws of the State of Florida, and adopted on June 30, 1999 by resolution of the Board of Directors of BENTLEY PHARMA, INC., a corporation organized under the laws of the State of Delaware.

1. BENTLEY PHARMACEUTICALS, INC. and BENTLEY PHARMA, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of Delaware be merged with the into a single corporation, to wit, BENTLEY PHARMA, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name BENTLEY PHARMACEUTICALS, INC. pursuant to the provisions of the laws of Delaware. The separate existence of BENTLEY PHARMACEUTICALS, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in Delaware shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of Delaware.

3. The bylaws of the surviving corporation at the effective time and date of the merger shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of Delaware.

4. The directors and officers in office of the non-surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. At the effective time of the merger, each outstanding and unexercised option, warrant or other right to purchase, or a security convertible into shares of the non-surviving corporation shall become an option, warrant or right to purchase, or a security convertible into shares of the surviving corporation on the basis of one share of the surviving corporation for each share of the non-surviving corporation, on the same terms and conditions

and at an exercise price or conversion price per share equal to the exercise price or conversion price per share applicable to any such non-surviving corporation option, warrant, stock purchase right or other convertible security.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of Delaware.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of Delaware, the non-surviving corporation 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 Florida and the State of Delaware and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.