

10/05/2005 14:58 FAX 3057893480

STEARNS WEAVER MILLER

001/007

Division of Corporations

Page 1 of 1

482533

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000234034 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

RECEIVED

05 OCT -5 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PSI Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 OCT -5 PM 3:26

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Attention: Susan Payne

Merger  
SF

JG

**FILED**

05 OCT -5 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
IVX ANIMAL HEALTH, INC.,  
WITH AND INTO  
PSI HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned IVX Animal Health, Inc. and PSI Holdings, Inc. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is PSI Holdings, Inc., a Delaware corporation ("PSI"). The name of the merging corporation is IVX Animal Health, Inc., a Florida corporation ("IVX").

2. A copy of the Agreement and Plan of Merger, dated as of October 4, 2005, by and between PSI and IVX, is attached hereto as Exhibit A and incorporated herein by reference.

3. This merger shall become effective upon the filing of the Certificate of Merger relating to this merger with the Secretary of State of the State of Delaware.

4. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors and the sole shareholder of IVX by written consent without a meeting in the manner prescribed by the Florida Business Corporation Act.

5. The Agreement and Plan of Merger was adopted on October 4, 2005 by the Board of Directors of PSI by written consent without a meeting in the manner prescribed by the Delaware General Corporation Law. Stockholder consent was not required.

H05000234034 3

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the  
4th day of October, 2005.

IVX ANIMAL HEALTH, INC., a Florida  
corporation

By: SED  
Steven D. Rubin, Secretary

PSI HOLDINGS, INC., a Delaware  
corporation

By: SED  
Steven D. Rubin, Secretary

L:\W-CO\32414\000\PSI-MERQ\AOM.doc

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made as of the 4<sup>th</sup> day of October, 2005, by and between PSI Holdings, Inc., a Delaware corporation ("PSI"), and IVX Animal Health, Inc., a Florida corporation ("IVX").

WITNESSETH:

WHEREAS, PSI is the wholly owned subsidiary of IVX.

WHEREAS, the respective Boards of Directors of PSI and IVX deem it advisable and in the best interests of their respective corporations and shareholders to have IVX merge with and into PSI pursuant to this Agreement and the applicable respective provisions of the laws of the State of Florida and the laws of the State of Delaware (such transaction being hereinafter referred to as the "Merger"); and the Board of Directors of each of PSI and IVX and the sole shareholder of IVX have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1  
**THE MERGER**

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, IVX shall merge with and into PSI, with PSI being the corporation surviving the Merger (hereinafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

ARTICLE 2  
**EFFECTIVE DATE**

Respective Articles of Merger and Certificate of Merger executed in accordance with the respective laws of the State of Florida and the State of Delaware shall be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall become effective upon the filing of Certificate of Merger relating to the Merger with the Secretary of State of the State of Delaware (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

HO5000234034 3

ARTICLE 3  
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of PSI and IVX shall cease and PSI and IVX shall become and be a single corporation, with PSI as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of PSI shall continue in effect and be unimpaired by the Merger.

(iii) PSI, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of IVX and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in PSI without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of IVX shall be preserved unimpaired; PSI as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and IVX and all of the debts, liabilities and obligations of IVX shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Certificate of Incorporation of PSI as in effect immediately prior to the Merger becoming effective, shall be the Certificate of Incorporation of the Surviving Corporation, except that the Certificate of Incorporation shall be amended to change the name of the Surviving Corporation to "TVX Animal Health, Inc."

(ii) The Bylaws of PSI in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Certificate of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of PSI immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full

unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4  
CONVERSION AND EXCHANGE OF SHARES  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) IVX Shares. Upon the Effective Date of the Merger, each share of IVX's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into a share of the capital stock of the Surviving Corporation. Upon surrender of any certificates formerly representing shares of IVX's capital stock by the holder thereof, following the Merger, the Surviving Corporation shall issue a certificate to such holder representing a like number of the shares of the capital stock of the Surviving Corporation.

(b) Cancellation of PSI's Shares. Upon the Effective Date of the Merger, each share of PSI's capital stock which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5  
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida and the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

H05000234034 3

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

IVX ANIMAL HEALTH, INC., a Florida corporation

By: Steven D. Rubin  
Steven D. Rubin, Secretary

PSI HOLDINGS, INC., a Delaware corporation

By: Steven D. Rubin  
Steven D. Rubin, Secretary

RAW-CO32414000PSI-MERGA&P-MERG-FD.doc

H05000234034 3