

513398

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Division of Corporations  
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Account Number : 075471001363  
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→ Darlene: Please note that the  
Effective Time is 4:30 p.m. today, July 10<sup>th</sup>  
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Any questions, pls. call Laurie Green, Esq.  
MERGER OR SHARE EXCHANGE

REXALL SUNDOWN, INC. Tel: (305)

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ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

NUTRICIA INVESTMENT CORP., a Florida corporation, document number  
P00000042776

INTO

**REXALL SUNDOWN, INC.**, a Florida entity, 513398.

File date: July 10, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 10, 2000

REXALL SUNDOWN, INC.  
6111 BROKEN SOUND PKWY NW  
BOCA RATON, FL 33487US

SUBJECT: REXALL SUNDOWN, INC.  
REF: 513398

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

IN THE ARTICLES OF MERGER, #6, IT IS STATED THAT THE DIRECTORS OF PARENT SHALL BE THE DIRECTORS OF THE SURVIVOR AND THAT THE OFFICERS OF THE SUBSIDIARY SHALL BE THE OFFICERS OF THE SURVIVOR. THESE POSITIONS MUST BE SPECIFICALLY STATED BY TITLE, NAME AND ADDRESS. THIS MAY BE ADDED AS ARTICLES IN THE AMENDED AND RESTATED ARTICLES.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000036077  
Letter Number: 400A00037985

FAX AUDIT NO.: H00000036077

**ARTICLES OF MERGER**  
**OF**  
**NUTRICIA INVESTMENT CORP., A FLORIDA CORPORATION**  
**WITH AND INTO**  
**REXALL SUNDOWN, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Act"), Nutricia Investment Corp., a Florida corporation ("Parent"), and Rexall Sundown, Inc., a Florida corporation ("Subsidiary" and referred to with respect to the period following the Merger as the "Surviving Corporation"), do hereby adopt the following Articles of Merger for the purpose of merging Parent with and into Subsidiary (the "Merger"), with Subsidiary as the surviving corporation following the Merger:

1. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

2. The Agreement and Plan of Merger was approved and adopted by the Board of Directors of the Subsidiary by unanimous written consent, dated April 28, 2000, in accordance with the Act. Approval by the shareholders of Subsidiary is not required pursuant to Section 607.1104 of the Act because Parent owned 80% or more of the outstanding shares of the Subsidiary immediately prior to the Merger.

3. The Agreement and Plan of Merger was approved and adopted by the sole shareholder and Board of Directors of the Parent by unanimous written consent dated April 30, 2000, in accordance with the Act.

4. The Merger shall become effective at 4:30 p.m. Eastern Standard Time on July 10, 2000 (the "Effective Time").

5. As provided in the Agreement and Plan of Merger, the articles of incorporation of Subsidiary shall be amended to read in their entirety as the articles of incorporation of Parent in effect immediately prior to the Effective Time until thereafter changed or amended as provided therein or by applicable law, provided that such articles of incorporation shall be further amended to reflect Rexall Sundown, Inc. as the name of the surviving corporation. The Amended and Restated Articles of Incorporation of the Surviving Corporation are attached hereto as Exhibit "B."

6. As provided in the Agreement and Plan of Merger, at the Effective Time, the directors of Parent and/or any individuals designated by Parent immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, and the officers of Subsidiary immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation. The names of the Officers and Directors of the Surviving Corporation are attached hereto as Exhibit "C."

[Signatures Appear on Following Page]

JUL-10-00 17:30 From: Akerman, Senterfitt & Eidson, P.A.

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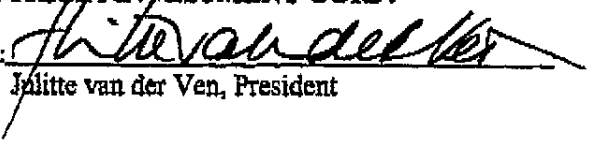
FAX AUDIT NO.: H00000036077

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 10th day of July, 2000.

PARENT:

NUTRICIA INVESTMENT CORP.

By:

  
Jolitte van der Ven, President

SUBSIDIARY:

REXALL SUNDOWN, INC.

By:

  
Damon DeSantis, President and CEO

FAX AUDIT NO.: H00000036077

FAX AUDIT NO.: H00000036077

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 10th day of July, 2000.

**PARENT:**

**NUTRICIA INVESTMENT CORP.**

By: \_\_\_\_\_  
Julitte van der Ven, President

**SUBSIDIARY:**

**REXALL SUNDOWN, INC.**

By:   
Damon DeSantis, President and CEO

FAX AUDIT NO.: H00000036077

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## EXHIBIT A

### PLAN OF MERGER

**PLAN OF MERGER** between **NUTRICIA INVESTMENT CORP.**, a Florida corporation ("Parent"), and **REXALL SUNDOWN, INC.**, a Florida corporation ("Subsidiary" or the "Surviving Corporation").

1. **Constituent Corporations.** Parent and Subsidiary are parties to the merger (the "Merger") of Parent with and into Subsidiary.

2. **Terms and Conditions of Merger.** Parent shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into Subsidiary, which shall continue to exist pursuant to the laws of the State of Florida. At the Effective Time of the Merger (as defined in paragraph 7), the existence of Parent shall cease and the Surviving Corporation shall assume the obligations of Parent.

3. **Effect on Capital Stock.** At the Effective Time, by virtue of the Merger and without any action on the part of Parent or Subsidiary (i) each issued and outstanding share of capital stock of Parent will be converted into and become one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation, (ii) each share of common stock, par value \$0.01 per share, of Subsidiary ("Subsidiary Common Stock") that is owned by Subsidiary and each share of Subsidiary Common Stock that is owned by Koninklijke Numico N.V., a company incorporated under the laws of the Netherlands ("Numico") or Parent will automatically be canceled and shall cease to exist, and no Merger Consideration (as defined below) shall be delivered in exchange therefor, and (iii) each issued and outstanding share of Subsidiary Common Stock (other than shares to be canceled in accordance with number (ii) above) ("the "Remaining Shares") will be converted (subject to the right of the holders of the Remaining Shares to seek an appraisal of the fair value of their Remaining Shares) into the right to receive \$24.00 in cash, without interest (the "Merger Consideration"). At the Effective Time, all such Remaining Shares of Subsidiary Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each holder of a certificate representing any such shares of Subsidiary Common Stock shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration upon the surrender of such certificate and the right to seek appraisal of the fair value of the Remaining Shares pursuant to the FBCA.

4. **Articles of Incorporation.** The Articles of Incorporation of Subsidiary shall be amended to read in their entirety as the Articles of Incorporation of Parent in effect immediately prior to the Effective Time until thereafter changed or amended as provided therein or by applicable law, provided that such Articles of Incorporation shall be further amended to reflect Rexall Sundown, Inc. as the name of the Surviving Corporation.

5. **Bylaws.** The Bylaws of Parent as of the Effective Time shall be the Bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

6. **Directors and Officers.** The directors of Parent and/or any individuals designated by Parent immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, until the earlier of their resignation or removal or otherwise ceasing to be a director or until their respective successors are duly elected and qualified, as the case may be. The officers of Subsidiary immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, until the earlier of their resignation or removal or otherwise ceasing to be an officer or until their respective successors are duly elected and qualified, as the case may be.

7. **Effective Time.** The Merger shall become effective at the time (the "Effective Time") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of Parent and Subsidiary are authorized to amend this Plan of Merger at any time prior to the Effective Time, subject to Section 607.1103(8) of the FBCA.

9. **Dissenters Rights.** Shareholders of Subsidiary who dissent from the Merger pursuant to Section 607.1320 of the FBCA may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares of Subsidiary Common Stock.



FAX AUDIT NO.: H00000036077

**EXHIBIT B**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
REXALL SUNDOWN, INC.**

in compliance with Chapter 607 and/or Chapter 621, F.S.

**ARTICLE I - NAME OF CORPORATION:**

The name of the corporation shall be: REXALL SUNDOWN, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:**

The principal place of business and mailing address of the corporation is: 6111 Broken Sound Parkway, NW, Boca Raton, Florida 33487.

**ARTICLE III - CAPITAL STOCK:**

The number of shares of common stock that the Corporation is authorized to issue is ONE THOUSAND (1,000) at a \$.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV - REGISTERED AGENT:**


The name and Florida street address of the registered agent is: Richard Werber, Rexall Sundown, Inc., 6111 Broken Sound Parkway, NW, Boca Raton, Florida 33487.

**ARTICLE V - INDEMNIFICATION:**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on this 10th day of July, 2000.

**REXALL SUNDOWN, INC.**

By:   
Richard Werber, Vice President

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FAX AUDIT NO.: H00000036077

## EXHIBIT C

### Directors and Officers of the Surviving Corporation

#### Directors of Surviving Corporation:

Johannes C.T. van der Wielen  
William E. Watts  
Albert H. Eenink

#### Officers of Surviving Corporation:

Albert Eenink  
Chairman of the Board

Damon DeSantis  
President and Chief Executive Officer

Richard Werber  
Vice President, General Counsel and Secretary

Geary Cotton  
Vice President and Chief Financial Officer

Gerald Holly  
Senior Executive Vice President

Stephen Frabitore  
Executive Vice President

Richard Groudis  
Vice President and Chief Operating Officer

The address of each such officer and director is:

c/o Rexall Sundown, Inc.  
6111 Broken Sound Parkway, NW  
Boca Raton, Florida 33487