

H00000057500 1

F97000000 4831

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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.

((H00000057500 1)))

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) 922-4000

From:

Account Name : HOLLAND & KNIGHT  
Account Number : 075350000340  
Phone : (407) 425-8500  
Fax Number : (407) 244-5288

RECEIVED

00 NOV -1 PM 3:44

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HARRIS LABORATORIES, INC.

FILED  
00 NOV -1 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 07      |
| Estimated Charge      | \$70.00 |

H00000057500 1

Merger  
KLG 11/1  
11

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PHARMACEUTICAL DEVELOPMENT CORPORATION, a Florida corporation,  
document number P97000088548

into

**HARRIS LABORATORIES, INC.**, a Nebraska entity F97000004831

File date: November 1, 2000

Corporate Specialist: Karen Gibson

FROM

(WED) 11. 1' 00 15:33/ST. 15:32/NO. 4862463017 P 1

Law Offices

## HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2800  
P.O. Box 1526 (ZIP 32802-1526)  
Orlando, Florida 32801

407-425-8500  
FAX 407-244-5288

|                 |                   |
|-----------------|-------------------|
| Atlanta         | New York          |
| Bradenton       | Northern Virginia |
| Boston          | Orlando           |
| Chicago         | Providence        |
| Fort Lauderdale | San Francisco     |
| Jacksonville    | St. Petersburg    |
| Lakeland        | Tallahassee       |
| Melbourne       | Tampa             |
| Mexico City     | Washington, D.C.  |
| Miami           | West Palm Beach   |

### FACSIMILE

TO:

ATT: KAREN GIBSON  
Division of Corporations -  
Electronic Filing Section

Florida Department of State

NAME

COMPANY/FIRM

Tallahassee

FL

CITY

STATE

(850) 922-4000

(850) 487-6880

FAX NUMBER

TELEPHONE NUMBER

FROM:

Isette Brendza, CLA

(407) 244-5269

NAME

TELEPHONE NUMBER

TOTAL NUMBER OF PAGES (Including Cover Sheet)

MESSAGE:

Karen, I have revised the document, per your request.

Please file the attached Articles of Merger of  
**PHARMACEUTICAL DEVELOPMENT CORPORATION**  
**INTO HARRIS LABORATORIES, INC.**

Please indicate the filing date of the Articles of  
Merger as November 1, 2000.

Please fax the verification documents to me today at  
the fax number indicated above.

If you have any further questions, please do not hesitate  
to contact me.

Thank you for your assistance with this matter.

FOR THE RECORD:

DATE: 11/1/00

URGENCY: ☐ SUPER RUSH ☐ RUSH ☐ REGULAR

FAXED BY:

AMOUNT:

CLIENT #: 383889

MATTER #: 00001

CONFIRMED: ☐ YES ☐ NO

NAME:

TIME:

If you did not receive all of  
the pages or find that they  
are illegible, please call

(407) 244-5208

### CONFIDENTIALITY NOTICE :

This facsimile, along with any  
documents, files, or attachments,  
may contain information that is  
confidential, privileged, or  
otherwise exempt from disclosure.  
If you are not the intended  
recipient, or a person responsible  
for delivering it to the intended  
recipient, you are hereby notified  
that any disclosure, copying,  
printing, distribution or use of any  
information contained in or  
attached to this facsimile is  
STRICTLY PROHIBITED. If you  
have received this facsimile in  
error, please immediately notify us  
by facsimile or by telephone at the  
numbers stated above, and destroy  
the original facsimile and its  
attachments without reading,  
printing, or saving in any manner.  
Your cooperation is appreciated.  
Thank you.

NOVEMBER 1, 20

HARRIS LABORATORIES, INC.  
621 ROSE ST.  
LINCOLN, NE 68502

SUBJECT: HARRIS LABORATORIES, INC.  
REF: F97000004831

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,  
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING  
CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE  
ELECTRONIC FILING COVER SHEET.

PLEASE DELETE STATUTE NUMBER 607.1109 FROM THE OPENING  
PARAGRAPH. IT DOES NOT PERTAIN TO THIS 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) 487-6880.

KAREN GIBSON  
CORPORATE SPECIALIST

FAX AUD. #: H00000057500  
LETTER NUMBER: 600A00056889

H00000057500 1

**ARTICLES OF MERGER OF  
PHARMACEUTICAL DEVELOPMENT CORPORATION  
INTO  
HARRIS LABORATORIES, INC.  
(THE SURVIVING CORPORATION)**

**FILED**  
00 NOV -1 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 21-20,134 of the Nebraska Business Corporation Act and Sections 607.1101, 607.1105, of the Florida Business Corporation Act, Pharmaceutical Development Corporation, a Florida Corporation, and Harris Laboratories, Inc., a Nebraska Corporation, adopt the following Articles of Merger:

1. The merger is permitted under the respective laws of each party's applicable jurisdiction and both parties have complied with that law in effecting the merger.
2. The name of the surviving corporation is Harris Laboratories, Inc., and it is governed by the law of the State of Nebraska (the "Surviving Corporation"). The name of the merging corporation is Pharmaceutical Development Corporation and is governed by the law of the State of Florida (the "Merging Corporation").
3. The principal office of the Surviving Corporation is located at 621 Rose Street, Lincoln, Nebraska 68501 and the principal office of the Merging Corporation is located at 5415 Laurel Street, Tampa, Florida 33607.
4. The plan of merger is set forth in the Agreement and Plan of Merger dated October 30, 2000 between Harris Laboratories, Inc., a Nebraska Corporation and Pharmaceutical Development Corporation, a Florida Corporation, a copy of which is attached hereto as Exhibit 1 and incorporated herein by this reference.
5. The Agreement and Plan of Merger was approved and adopted by the unanimous consent of the directors of Harris Laboratories, Inc. in the manner prescribed by the Nebraska Business Corporation Act on October 30, 2000, and was approved and adopted by the unanimous consent of the directors of Pharmaceutical Development Corporation in the manner prescribed by the Florida Business Corporation Act on October 30, 2000.
6. The Agreement and Plan of Merger was approved and adopted by the unanimous consent of the shareholders of Harris Laboratories, Inc. in the manner prescribed by the Nebraska Business Corporation Act on October 30, 2000, and was approved and adopted by the unanimous consent of the shareholders of Pharmaceutical Development Corporation in the manner prescribed by the Florida Business Corporation Act on October 30, 2000.

H00000057500 1

7. As to each of the undersigned corporations, the number of shares outstanding, and the total number of shares voted for and against the Agreement and Plan of Merger, respectively, are as follows:

| Name of Corporation                    | # of Shares Outstanding | Total Voted For | Total Voted Against |
|--|-------------------------|-----------------|---------------------|
| Harris Laboratories, Inc.              | 100                     | 100             | 0                   |
| Pharmaceutical Development Corporation | 1                       | 1               | 0                   |

8. The number of shares cast for approval of the Agreement and Plan of Merger by the shareholders of each corporation were sufficient for its approval.

9. The Surviving Corporation, governed by the laws of the State of Nebraska hereby: (a) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the Surviving Corporation; (b) irrevocably appoints the Secretary of State of Florida as its agent for substitute service of process in any such proceeding pursuant to Chapter 48 of the Florida Statutes; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

10. These Articles of Merger and the merger provided for in the attached Agreement and Plan of Merger shall take effect on November 1, 2000.

Dated October 30, 2000.

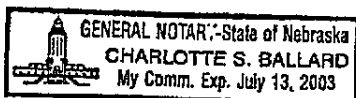
HARRIS LABORATORIES, INC.


By:



Samuel F. Seever,  
Vice-President & Corporate Secretary

SUBSCRIBED AND SWORN to before me this 30 day of October, 2000.



  
Notary Public

H00000057500 1  
365507.2

FROM

(WED) 11. 1' 00 11:52/ST. 11:48/NO. 4862463994 P 5

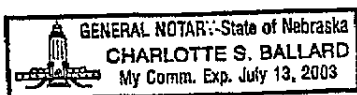
H00000057500 1

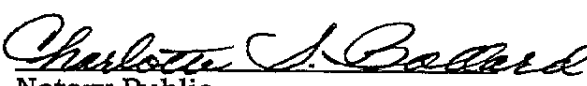
PHARMACEUTICAL DEVELOPMENT  
CORPORATION

By:

  
Samuel F. Seever,  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 30 day of October, 2000.



  
Notary Public

H00000057500 1

**EXHIBIT 1**

H00000057500 1

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER** ("Agreement") dated October 30, 2000, by and between Pharmaceutical Development Corporation, a Florida Corporation and Harris Laboratories, Inc., a Nebraska Corporation, which shall be the surviving corporation (sometimes referred to collectively as the "Constituent Corporations").

**WHEREAS**, the Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of their respective corporations and shareholders that Pharmaceutical Development Corporation merge with and into Harris Laboratories, Inc. effective November 1, 2000 (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement.

**WHEREAS**, the Boards of Directors of the Constituent Corporations, by the unanimous written consent of one hundred percent (100%) of their respective Directors, have approved the Merger and this Agreement and directed that it be submitted to their respective shareholders for approval.

**WHEREAS**, the sole Shareholder of Pharmaceutical Development Corporation has duly approved the Merger pursuant to this Agreement by its written consent dated October 30, 2000 and the sole Shareholder of Harris Laboratories, Inc. has duly approved the Merger pursuant to this Agreement by its written consent dated October 30, 2000.

**NOW, THEREFORE**, in order to prescribe: (a) the terms and conditions of the Merger; (b) the mode of carrying them into effect; (c) the manner and basis of converting the shares of Pharmaceutical Development Corporation into shares of Harris Laboratories, Inc.; and (d) such other details and provisions as are deemed necessary or desirable; and in consideration of the mutual covenants, undertakings, representations and warranties contained herein, the parties agree as follows:

**I. THE MERGER**

**1.01. The Merger.** In accordance with the provisions of this Agreement, the Nebraska Business Corporation Act, and the Florida Business Corporation Act, at the Effective Time (as defined in Section 1.06), Pharmaceutical Development Corporation shall be merged with and into Harris Laboratories, Inc., which shall be the surviving corporation ("Surviving Corporation"). After the Effective Time, the Surviving Corporation shall continue its corporate existence as a Nebraska corporation and shall continue to conduct its business under its existing name. At the Effective Time, the separate existence of Pharmaceutical Development Corporation shall cease.

H00000057500 1

365100.2

H00000057500 1

**1.02. Surviving Corporation.** At the Effective Time, the Surviving Corporation shall have all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all the property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to, each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed. Surviving Corporation shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations.

**1.03. Articles of Incorporation.** The Articles of Incorporation of Harris Laboratories, Inc. as in effect before the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with law.

**1.04. Bylaws.** The Bylaws of Harris Laboratories, Inc. in effect immediately before the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided in the Bylaws and in the Articles of Incorporation of Harris Laboratories, Inc.

**1.05. Officers and Directors.** The officers and directors of Harris Laboratories, Inc. immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of Harris Laboratories, Inc.

**1.06. Effective Time.** The Merger shall become effective November 1, 2000 upon properly executed Articles of Merger (together with any other documents required by law to effectuate the Merger) being filed and recorded in the office of the Secretary of State of Nebraska ("Nebraska Secretary of State") and the Secretary of State of Florida ("Florida Secretary of State"). As soon as practicable following the satisfaction or waiver of all conditions to the Merger, the parties shall effect the Merger by filing Articles of Merger with the Nebraska Secretary of State in accordance with the provisions of Section 21-20,132 of the Nebraska Business Corporations Act and with the Florida Secretary of State in accordance with Section 607.1109 of the Florida Business Corporation Act. When used in this Agreement, the term "Effective Time" shall mean November 1, 2000.

## II. CONVERSION OF SECURITIES

**2.01. Harris Laboratories Common Stock.** The authorized capital stock of Harris Laboratories, Inc. consists of 1000 shares of Common Stock, par value \$0.01 per share ("Harris Laboratories Common Stock") of which one hundred (100) shares are issued and outstanding. Each share of Harris Laboratories Common Stock issued and outstanding immediately prior to the Effective Time, shall remain issued and outstanding, without any change or alteration in the

H00000057500 1

365100.2

H00000057500\_1

ownership, voting powers or other rights, and the qualifications, limitations or restrictions thereof, as set forth in the Articles of Incorporation of Harris Laboratories, Inc.

**2.02. Pharmaceutical Development Corporation Common Stock.** (a) The authorized capital stock of Pharmaceutical Development Corporation consists of 1,000 shares of Common Stock, par value \$1.00 per share ("Pharmaceutical Development Common Stock") of which one share is issued and outstanding. One share and/or one hundred percent (100%) of the issued and outstanding stock is owned by MDS, Inc. Each share of Pharmaceutical Development Common Stock issued and outstanding, as reflected on the record books of Pharmaceutical Development Corporation immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof be converted into shares of the Surviving Corporation in the ratio of one hundred (100) shares of the Surviving Corporation for each share of Pharmaceutical Development Common Stock.

(b) As soon as practicable after the Effective Time, the Surviving Corporation shall deliver to each holder of record a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Pharmaceutical Development Corporation against delivery of such Pharmaceutical Development Corporation certificates duly executed for transfer in form satisfactory to the Surviving Corporation, certificates representing that number of shares of Common Stock of the Surviving Corporation into which the shares represented by the Pharmaceutical Development Corporation certificates so surrendered shall have been converted pursuant to the provisions of this Article II, and the Pharmaceutical Development Corporation certificates so surrendered shall forthwith be canceled and retired and cease to exist.

### III. TERMINATION, AMENDMENT AND WAIVER

**3.01. Termination.** This Agreement may be terminated at any time prior to the Effective Time by consent of the Board of Directors of Harris Laboratories, Inc.

**3.02. Effect of Termination.** In the event of termination of this Agreement as provided in Section 3.01 above, this Agreement shall forthwith become void and have no effect. There shall be no liability on the part of any party hereto or their respective officers, directors or shareholders by reason of this Agreement.

**3.03. Amendment.** This Agreement may be amended by the parties hereto by action taken by their respective Boards of Directors at any time, by an instrument in writing signed on behalf of each of the parties hereto.

**3.04. Waiver.** Any term or provision of this Agreement may be waived in

H00000057500 1

365100.2

FROM

(WED) 11. 1' 00 11:54/ST. 11:48/NO. 4862463994 P 9

H00000057500 1

writing at any time by the party which is, or whose shareholders are, entitled to the benefits of the term or provision.

#### IV. GENERAL PROVISIONS

**4.01. Binding Agreement.** This Agreement shall be binding upon and enure to the parties hereto and their respective successors and assigns.

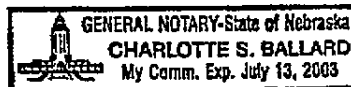
**IN WITNESS WHEREOF,** each of the parties hereto have caused this Agreement to be signed by its duly authorized officers, as of the date first above written.

HARRIS LABORATORIES, INC.

By:

  
Samuel F. Seever,  
Vice-President & Corporate Secretary.

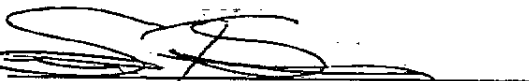
SUBSCRIBED AND SWORN to before me this 30 day of October, 2000.



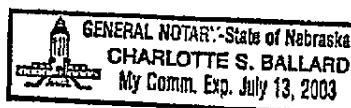
  
Notary Public

PHARMACEUTICAL DEVELOPMENT  
CORPORATION

By:

  
Samuel F. Seever,  
Corporate Secretary.

SUBSCRIBED AND SWORN to before me this 30 day of October, 2000.



  
Notary Public

H00000057500 1