

F99000003521

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.

(((H03000286477 2)))

EFFECTIVE DATE
9-30-03

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 SEP 29 PM 3:31

FILED

MERGER OR SHARE EXCHANGE

CyGene, inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

RECEIVED
03 SEP 29 PM 3:22
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

SEP-29-2003 15:21

EFFECTIVE DATE

9-30-03

P.02/04

**ARTICLES AND PLAN OF MERGER OF
NEW TRANSPIRATOR, INC.**

FILED
03 SEP 29 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles and Plan of Merger ("Articles") entered into as of this 25th day of September 2003, by and between New Transpirator, Inc. a Florida corporation ("NTI") and CyGene, Inc., a Delaware corporation (the "Surviving Corporation") (NTI and the Surviving Corporation are collectively the "Parties"). All capitalized terms not defined herein shall have the meaning set forth in the Agreement and Plan of Merger by and among Transpirator Technologies, Inc. ("TTI"), NTI and CyGene, Inc. (the "Acquisition Agreement").

WHEREAS, the Surviving Corporation has authorized 75,000,000 shares of Class A common stock, with a par value of \$0.001 per share, of which 30,088,463.13 shares are issued and outstanding; 10,000,000 shares of Class B common stock of which 1,529,679.87 shares are issued and outstanding; and 0 shares of preferred stock issued and outstanding; and

WHEREAS, NTI has authorized capital stock consisting of 100 shares of common stock, with a par value of \$0.001 per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS, the boards of directors of the Parties, deem it advisable and generally to the advantage and welfare of the Parties and recommend to the shareholders of the Parties that NTI merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL"); and

WHEREAS, the boards of directors and shareholders of the Parties have approved the terms and conditions of the merger; and

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties have agreed, and do hereby agree, that NTI shall merge into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption and Approval of Agreement. Pursuant to Sections 607.0702 and 607.0821, 607.1101 and 607.1103 of the FBCA, the sole director of NTI by written consent on September 25, 2003, and the shareholders of NTI, by the written consent of the sole stockholder entitled to vote, approved the Acquisition Agreement on September 25, 2003. Pursuant to Sections 141(f), 228 and 252 of the DGCL, by a unanimous consent of the board of directors and by a majority of the voting shares of the Surviving Corporation by written consent have adopted and approved the Acquisition Agreement on September 25, 2003.

2. Agreement to Merge. The Parties hereby agree that NTI shall be merged with and into the Surviving Corporation.

SEP-29-2003 15:21

3. Effective Date. The merger of the undersigned corporations shall become effective at 11:59 p.m. on September 30, 2003 (the "Effective Date").

4. Name of Merged Corporation. The name of the Surviving Corporation shall remain CyGene, Inc.

5. Agreement. The executed Acquisition Agreement is on file at the principal place of business of the Surviving Corporation located at 7756 Wiles Road, Coral Springs, Florida 33067.

6. Manner and Basis for Conversion of Shares. The authorized capital and number of shares issued and outstanding of the Surviving Corporation shall not change. As set forth in the Acquisition Agreement, at and as of the Effective Date, each share of the Class A and Class B common stock of CyGene held by accredited investors and the largest 35 Class A or Class B stockholders who are not accredited investors shall be converted into the right to receive an amount equal to one share of TTI common stock and the remaining Class A and Class B common stock of the Surviving Corporation shall be converted into \$0.07143 each, and TTI shall receive shares in an amount equal to the number owned by those who do not elect appraisal rights. Following the Merger, the outstanding NTI common stock shall be cancelled.

7. Certifications of Board Approval. The undersigned secretary of NTI hereby certifies that the board of directors of NTI adopted the Articles by unanimous written consent on September 25, 2003. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted the Articles on September 25, 2003.

8. Shareholder Approvals. The undersigned secretary of NTI hereby certifies that the sole shareholder of NTI approved the Acquisition Agreement and these Articles by written consent on September 25, 2003. The undersigned secretary of the Surviving Corporation hereby certifies that the stockholders of the Surviving Corporation approved the Acquisition Agreement and these Articles by the written consent of a majority of the voting shares thereof on September 25, 2003.

IN WITNESS WHEREOF, the parties hereto have caused these Articles and Plan of Merger to be executed by the persons named below pursuant to authority given by their respective boards of directors.

New Transpirator, Inc., a Florida corporation

By: 

Raymond J. Romano, President and Secretary

CyGene, Inc., a Delaware corporation

SEP-29-2003 15:21

P.04/04

By: 
Martin Munzer, President

By: 
Martin Munzer, Assistant Secretary