

Division of Corporations

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**G29418**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**PHARMED GROUP CORP.**

Certificate of Status	0
Certified Copy	1
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*Merger*

2001 MAY 23 PM 1:24

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SPARCO CORPORATION, a Florida corporation, M21468

INTO

**PHARMED GROUP CORP.**, a Florida entity, G29418

File date: May 23, 2001

Corporate Specialist: Darlene Connell

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**PLAN AND ARTICLES OF MERGER OF  
SPARCO CORPORATION, A FLORIDA CORPORATION,  
INTO PHARMED GROUP CORP., A FLORIDA CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Sparco Corporation	Florida
Pharmed Group Corp.	Florida

SECOND: That a plan of merger between the parties to the Merger has been approved and adopted by the board of directors of each of the Constituent Corporations on May 22, 2001, in accordance with the requirements of Florida law and that, upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Pharmed Group Corp., a Florida corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Pharmed Group Corp. (the "Acquiror") as the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes of action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

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(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of the Acquiror, as amended herein, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to any subsequent amendments; and (ii) the members of the Board of Directors and officers of the Acquiror holding office immediately prior to the Effective Time shall remain as the members of the Board of Directors and officers of the Surviving Corporation, each to serve subject to the Surviving Corporation's bylaws.

(b) Conversion of Securities

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur:

- (i) Each of the 20,000 issued and outstanding shares of common stock of Sparco Corporation shall be canceled and have no further force or effect.
- (ii) All of the 107,894,699 issued and outstanding shares of common stock of Pharmed Group Corp. shall remain issued and outstanding as shares of the Surviving Corporation.

FIFTH: The Merger was approved as follows:

(a) The plan of Merger set forth herein was approved by unanimous written consent of the shareholders of the Acquiror and Acquiree as of May 22, 2001, pursuant to Section 607.0704 of the Florida Business Corporation Act.

**SPARCO CORPORATION**

By: [Signature]  
Bertin J. Perez, Executive Vice President/  
Chief Financial Officer

**PHARMED GROUP CORP.**

By: [Signature]  
Bertin J. Perez, Executive Vice President/  
Chief Financial Officer

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