



H74029

FILED
00 NOV 14 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032
REFERENCE : 897670 7150717
AUTHORIZATION :
COST LIMIT : \$ 78.75

Patricia P. [signature]

ORDER DATE : November 14, 2000

ORDER TIME : 3:34 PM

ORDER NO. : 897670-005

CUSTOMER NO: 7150717

7000003463577--4

CUSTOMER: Mr. Leonardo L. Caruso
Sichenzia Ross & Friedman Llp
135 West 50th Street, 20th Fl.
New York, NY 10020

ARTICLES OF MERGER

GO2PHARMACY.COM, INC.

INTO

GO2PHARMACY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

cc

RECEIVED
00 NOV 14 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q. COULLETTE NOV 15 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

GO2PHARMACY.COM, INC. a Delaware corporation doing business in Florida
as GO2PHARMACY.COM OF DELAWARE, INC., F00000002156

INTO

GO2PHARMACY, INC., a Florida entity, H74029

File date: November 14, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
GO2PHARMACY.COM, INC.
AND
GO2PHARMACY, INC.

FILED
00 NOV 14 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

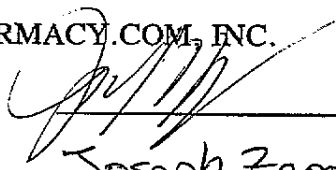
1. The following is the Plan of Merger for merging GO2PHARMACY.COM, INC., a Delaware Corporation with and into GO2PHARMACY, INC., a Florida corporation.

2. The merger of GO2PHARMACY.COM, INC. with and into GO2PHARMACY, INC.—is permitted by the laws of the jurisdiction of organization of GO2PHARMACY.COM, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of GO2PHARMACY.COM, INC. was October 30, 2000.

3. The shareholders of GO2PHARMACY, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 9, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on

GO2PHARMACY.COM, INC.

By: 

Name: Joseph Zappala

Capacity: President

GO2PHARMACY, INC.

By: _____

Name: _____

Capacity: _____

ARTICLES OF MERGER
OF
GO2PHARMACY.COM, INC.
AND
GO2PHARMACY, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The following is the Plan of Merger for merging GO2PHARMACY.COM, INC., a Delaware Corporation with and into GO2PHARMACY, INC., a Florida corporation.

2. The merger of GO2PHARMACY.COM, INC. with and into GO2PHARMACY, INC. is permitted by the laws of the jurisdiction of organization of GO2PHARMACY.COM, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of GO2PHARMACY.COM, INC. was October 30, 2000.

3. The shareholders of GO2PHARMACY, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 9, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on

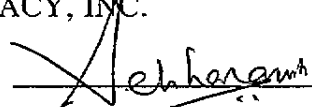
GO2PHARMACY.COM, INC.

By: _____

Name: _____

Capacity: _____

GO2PHARMACY, INC.

By: 

Name: KOTHA SEKHARAN

Capacity: President

PLAN OF MERGER adopted for GO2PHARMACY.COM, INC., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on September 29, 2000, and adopted for GO2PHARMACY, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 9, 2000. The names of the corporations planning to merge are GO2PHARMACY.COM, INC. and GO2PHARMACY, INC. The name of the surviving corporation into which GO2PHARMACY.COM, INC. plans to merge is GO2PHARMACY, INC.

1. GO2PHARMACY.COM, INC. and GO2PHARMACY, INC., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, GO2PHARMACY, INC., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name GO2PHARMACY, INC. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of GO2PHARMACY.COM, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.