

K92032

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MERGER OR SHARE EXCHANGE

EPIX VII, INC.

EFFECTIVE DATE
1-1-04

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ARTICLES OF MERGER
OF
EPIX IV, INC.
INTO
EPIX VII, INC.

FILED
03 DEC 29 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Secretary of State
State of Florida

EFFECTIVE DATE
1-1-04

Pursuant to the Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby execute the following Articles of Merger.

ARTICLE ONE

(a) EPIX IV, Inc., a corporation organized and existing under the laws of the state of New Jersey ("IV"), shall be merged with and into EPIX VII, Inc. (No. K92032), a corporation organized and existing under the laws of the state of Florida ("VII"), which is hereinafter designated as the "Surviving Corporation."

(b) The total authorized capital stock of the Surviving Corporation shall be 1,000 shares all of which are of a par value of \$.01 each, and all of which are of the same class.

ARTICLE TWO

The Plan of Merger is attached hereto as Exhibit A (and incorporated herein by reference) (the "Plan of Merger"). The merger shall become effective as of January 1, 2004.

ARTICLE THREE

The Plan of Merger was adopted by the Board of Directors of IV on December 16, 2003 and unanimously approved by the sole shareholder of IV on December 17, 2003. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on December 16, 2003 and unanimously approved by the sole shareholder of the Surviving Corporation on December 17, 2003.

ARTICLE FOUR

All 100 shares of common stock issued and outstanding of IV and all 1,273 shares of common stock issued and outstanding of the Surviving Corporation, respectively, are entitled to vote on the Plan of Merger and the holders of all 100 of such shares of common stock of IV and the holders of all 1,273 of such shares of common stock of the Surviving Corporation, respectively, approved the Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused the Articles of Merger to be executed in its name by a duly authorized officer as of the 2nd day of December, 2003.

EPIX IV, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President

EPIX VII, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President

Exhibit A
{Attached hereto}

PLAN OF MERGER

This PLAN OF MERGER (the "Plan") dated December 16, 2003, is by and between EPIX IV, Inc. ("IV") and EPIX VII, Inc. ("VII").

WITNESSETH:

WHEREAS, IV is a corporation duly organized and existing under the laws of the State of New Jersey;

WHEREAS, VII is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each of IV and VII have agreed that IV shall merge with and into VII, upon the terms and subject to the conditions and in the manner set forth in this Plan in accordance with the applicable laws of the States of Florida and New Jersey (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants contained in this Plan and in order to consummate the transactions described above, each of IV and VII agrees as follows:

1. IV shall be merged with and into VII as a single corporation, upon the terms and subject to the conditions of this Plan, and VII shall continue under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"), and each of IV and VII further agrees as follows:

a. The purposes, the registered agent, the address of the registered office and the number of authorized shares of capital stock of the Surviving Corporation shall be as each of the foregoing appears in the Articles of Incorporation, as amended, on file with the Office of the Secretary of State of Florida on the date hereof;

b. The by-laws of VII in effect on the Effective Date (as hereinafter defined) shall be the by-laws of the Surviving Corporation until such by-laws shall be altered, amended or repealed or until new by-laws are adopted as provided therein;

c. The persons who constitute the Board of Directors of VII on the Effective Date shall constitute the Board of Directors of the Surviving Corporation; and

d. The persons who constitute the officers of VII on the Effective Date shall constitute the officers of the Surviving Corporation.

2. The Merger, which shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, shall become effective upon the filing of Articles of Merger with the Office of the Secretary of State of Florida. The date on which the Merger of IV with and into VII becomes effective is the "Effective Date."

3. To the extent applicable and as required by Section 607.1107 of the Florida Business Corporation Act, VII hereby agrees that it will promptly pay any dissenting shareholders the amount to which they are entitled as dissenting shareholders.

4. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, power, authority and ownership of IV and VII.

5. On the Effective Date, each share of IV common stock, par value \$.01 per share, issued and outstanding immediately before the Effective Date, shall be exchanged for \$1.00. Each outstanding share of common stock of VII issued and outstanding immediately before the Effective Date shall remain issued and outstanding from and after the Effective Date.

6. As soon as practicable after the Effective Date, IV shall deliver to EPIX II, Inc. ("Parent"), the sole shareholder of IV, the consideration to which Parent shall have become entitled in accordance with this Plan.

7. IV and VII shall each take all appropriate corporate action to comply with the applicable laws of the States of New Jersey and Florida in connection with the contemplated Merger.

8. This Plan is made pursuant to and shall be construed under the laws of the State of Florida and shall inure to the benefit of and be binding upon IV and VII and their respective successors and assigns.

9. This Plan may be executed in multiple original or facsimile counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, IV and VII, acting through their duly authorized officers, representing all parties to this Plan on the date first above written, have signed this Plan of Merger.

EPIX IV, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President

EPIX VII, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President