

602000011371

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May 23, 2002

VIA FEDERAL EXPRESS

MAILING ADDRESS:
P.O. Box 7073
BOCA RATON, FLORIDA 33431

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

500005610165--7
-05/24/02--01045--003
*****80.00 *****78.75

Re: **Articles of Merger of KIRK PHARMACEUTICALS, INC., a
Florida corporation into KIRK PHARMACEUTICALS, LLC, a
Florida limited liability company**

Dear Sir/Madam:

Enclosed and filed herewith (effective May 30, 2002) are the above
referenced Articles of Merger and one copy.

Please return the certified copy to me

Also, enclosed is our check in the amount of \$80.00 to cover the filing fees
and the certificate.

Very truly yours,

W. RODGERS MOORE, P.A.


W. Rodgers Moore

WRM/jc

Enclosures

cc: John D. Copanos

AL

ARTICLES OF MERGER
Merger Sheet

MERGING:

KIRK PHARMACEUTICALS, INC. A FLORIDA ENTITY

INTO

KIRK PHARMACEUTICALS, LLC, a Florida entity, L02000011371

File date: May 24, 2002

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER OF KIRK PHARMACEUTICALS, INC.
A FLORIDA CORPORATION 099-90868
INTO

KIRK PHARMACEUTICALS, LLC A FLORIDA LIMITED LIABILITY COMPANY

FILED
02 MAY 24 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned corporation and limited liability company hereby adopt the following Articles of Merger for the purpose of merging them into one limited liability company:

1. The following Plan of Merger was approved by the members of KIRK PHARMACEUTICALS, INC., a corporation formed under the laws of Florida, ("Merging Company") and KIRK PHARMACEUTICALS, LLC, a Florida limited liability company (the "Surviving Company") effective May 30, 2002, in the manner prescribed by the Florida Limited Liability Company Act.

A. Pursuant to Section 608.4383 of the Florida Limited Liability Company Act, the Merging Company shall be merged into the Surviving Company (the "Merger"). The Surviving Company shall be the surviving limited liability company and shall continue its existence subject to the laws of the State of Florida. The Surviving Company shall be managed by John D. Copanos, whose address is 1800 South Ocean Boulevard, Manalapan, Florida, 33462.

B. The Merger shall become effective on May 30, 2002, before which date these Articles of Merger shall be filed with the Secretary of State of Florida. May 30, 2002 is hereinafter referred to as the "Effective Time of Merger".

C. At the Effective Time of the Merger, (i) the Articles of Organization of the Surviving Company shall be the Articles of Organization of the surviving limited liability company, (ii) the Operating Agreement of the Surviving Company shall be the Operating Agreement of the surviving company, and (iii) the member and manager of the Surviving Company shall be the member and manager of the surviving company.

D. At the Effective Time of the Merger, shares of stock of the Merging Company shall be canceled. The Surviving Company shall issue units/interest as follows:

100 Units/100% interests by John D. Copanos

E. The ownership percentages in KIRK PHARMACEUTICALS, LLC, a Florida limited liability company which is the surviving limited liability company, shall be held as follows:

100% by John D. Copanos

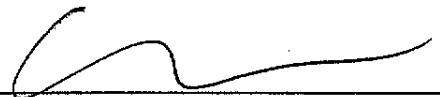
F. At the Effective Time of the Merger, the Surviving Company shall succeed, without further transfer, to all rights and property of the Merging Company, and shall be subject to all debts and liabilities of the Merging Company in the same manner as if the successor company had itself incurred them, all with the effect set forth in the Florida Limited Liability Act.

2. The Plan of Merger was adopted by the members of each of the Merging Company and the Surviving Company, by their written consent on May 20, 2002 prior to execution of these Articles of Merger.


Dated: Effective as of May 30, 2002.

ATTEST:

KIRK PHARMACEUTICALS, INC., a
Florida Corporation ("Merging
Company")


Secretary


Mr. Podger Miron
Print Name

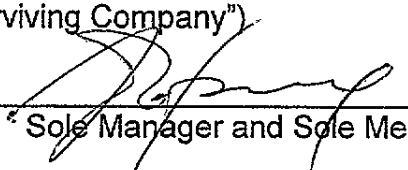
By: 
President

FILED
02 MAY 24 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:

KIRK PHARMACEUTICALS, LLC, a
Florida limited liability company
("Surviving Company")


Print Name

By: 
Sole Manager and Sole Member

Debra K. Renken
Print Name