

L03000010220

(Requestor's Name)

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Sunstate Research
Requester's Name

Address

City/State/Zip

Phone #

656-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Biological Research Associates Ltd
(Corporation Name) (Document #)
2. into Biological Research
(Corporation Name) (Document #)
3. Associates LLC
(Corporation Name) (Document #)
4. July 5
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF MERGER OF BIOLOGICAL RESEARCH ASSOCIATES, LTD.
INTO
BIOLOGICAL RESEARCH ASSOCIATES, LLC**

The following Articles of Merger are being submitted in accordance with Sections 620.203 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

Name: BIOLOGICAL RESEARCH ASSOCIATES, LTD.
Address: 2535 Success Drive
Odessa, FL 33556
Entity Type: a Florida limited partnership
FL Document No.: A97000001354
FEIN: 59-3453879

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name: BIOLOGICAL RESEARCH ASSOCIATES, LLC
Address: 3910 U.S. Highway 301 North, Suite 140
Tampa, FL 33619
Entity Type: a Florida limited liability company
FL Document No.: L03000010220
FEIN: 59-3453879

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THIRD: The attached Plan of Merger meets the requirements of Sections 620.201 and 608.438, Florida Statutes, and was approved by each domestic limited partnership and limited liability company that is a party to the merger, in accordance with Chapters 620 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of limited partnership or by the Regulations or Articles of Organization of any limited liability company that is a party to the merger.

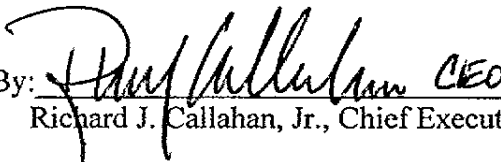
FIFTH: The Plan of Merger was duly adopted by the Members of BIOLOGICAL RESEARCH ASSOCIATES, LLC, and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3) on April 1, 2003. The Plan of Merger was duly adopted by the General and Limited Partners of BIOLOGICAL RESEARCH ASSOCIATES, LTD. and pursuant to Section 620.202(3), the Partners waived the notification required therein on April 1, 2003.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

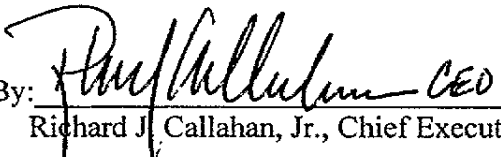
SEVENTH: The managing Member of BIOLOGICAL RESEARCH ASSOCIATES, LLC, the surviving entity, is Genesis Group, Ltd. SE, a Florida limited partnership, 3910 U.S. Highway 301 North, Suite 140, Tampa, FL 33619.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

**BIOLOGICAL RESEARCH ASSOCIATES,
LTD.,** a Florida limited partnership
By: **BIOLOGICAL RESEARCH ASSOCIATES, LLC,**
General Partner

By:  **CEO**
Richard J. Callahan, Jr., Chief Executive Officer

BIOLOGICAL RESEARCH ASSOCIATES, LLC,
a Florida limited liability company

By:  **CEO**
Richard J. Callahan, Jr., Chief Executive Officer

**PLAN OF MERGER
OF
BIOLOGICAL RESEARCH ASSOCIATES, LTD.
INTO
BIOLOGICAL RESEARCH ASSOCIATES, LLC**

The Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 608.438 and 620.201, Florida Statutes, is as follows:

1. Merger. The name of the limited partnership to be merged is BIOLOGICAL RESEARCH ASSOCIATES, LTD., a Florida limited partnership. The name of the limited liability company to be merged is BIOLOGICAL RESEARCH ASSOCIATES, LLC, a Florida limited liability company. BIOLOGICAL RESEARCH ASSOCIATES, LLC will be the surviving entity. BIOLOGICAL RESEARCH ASSOCIATES, LTD. is the sole member of BIOLOGICAL RESEARCH ASSOCIATES, LLC. Also, BIOLOGICAL RESEARCH ASSOCIATES, LLC is the sole General Partner of BIOLOGICAL RESEARCH ASSOCIATES, LTD.

2. Cancellation.

a. Cancellation of the Partnership Interests of the General and Limited Partners of BIOLOGICAL RESEARCH ASSOCIATES, LTD. At the time the Merger is effective (the "Effective Time"), the General Partnership Interests of BIOLOGICAL RESEARCH ASSOCIATES, LLC in BIOLOGICAL RESEARCH ASSOCIATES, LTD., the merging entity, shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The Partnership Interests of the limited partner of BIOLOGICAL RESEARCH ASSOCIATES, LTD. shall be cancelled and extinguished and as consideration therefor and as a result of the merger, the limited partner of BIOLOGICAL RESEARCH ASSOCIATES, LTD. shall become the sole member of BIOLOGICAL RESEARCH ASSOCIATES, LLC.

b. Membership Interests of BIOLOGICAL RESEARCH ASSOCIATES, LLC. At the Effective Time, the Membership Interests of BIOLOGICAL RESEARCH ASSOCIATES, LLC shall be transferred as a result of the merger to Genesis Group, Ltd. SE, the limited partner of BIOLOGICAL RESEARCH ASSOCIATES, LTD. and the Operating Agreement as amended shall reflect the ownership of Genesis Group, Ltd. SE.

3. Termination. This Plan of Merger may be terminated, and the merger abandoned, at any time on or before the Effective Time by agreement of the Member of the undersigned limited liability company and the partners of the undersigned limited partnership.

4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement as amended of BIOLOGICAL RESEARCH ASSOCIATES, LLC shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.


6. Management. BIOLOGICAL RESEARCH ASSOCIATES, LLC is not managed by one or more managers. The member of BIOLOGICAL RESEARCH ASSOCIATES, LLC after the Effective Time of the merger and its address is Genesis Group, Ltd. SE, a Florida limited partnership, 3910 U.S. Highway 301 North, Suite 140, Tampa, Florida 33619.

Dated: April 1, 2003

BIOLOGICAL RESEARCH ASSOCIATES, LLC

By: 
Richard J. Callahan, Jr., Chief Executive Officer

BIOLOGICAL RESEARCH ASSOCIATES, LTD.
By: BIOLOGICAL RESEARCH ASSOCIATES, LLC,
its General Partner

By: 
Richard J. Callahan, Jr., Chief Executive Officer