

LD7000078461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

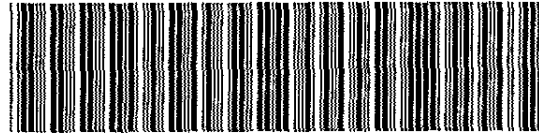
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TREASURY DEPT.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DLH Pharma, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Christine M. Painter

(Contact Person)

Riezman Berger, P.C.

(Firm/Company)

7700 Bonhomme Avenue, 7th Floor

(Address)

Clayton, Missouri 63105

(City, State and Zip Code)

For further information concerning this matter, please call:

Christine M. Painter

(Name of Contact Person)

at ( 314 ) 727-0101

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLH Pharma, LLC	Missouri	Limited Liability Co.
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLH Pharma, LLC	Florida	Limited Liability Co.

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE, FLORIDA

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

\_\_\_\_\_

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

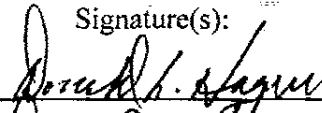
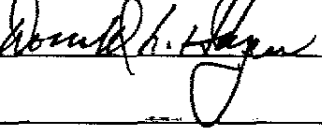
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
DLH Pharma, LLC (Missouri)		Donald L. Hagen
DLH Pharma, LLC (Florida)		Donald L. Hagen

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLH Pharma, LLC	Missouri	Limited Liability Co.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DLH Pharma, LLC	Florida	Limited Liability Co.

**THIRD:** The terms and conditions of the merger are as follows:

Subject to and in accordance with the provisions of this Plan of Merger, as of the Effective Date hereof, DLH Pharma, LLC, a Missouri limited liability company ("MO LLC") shall be merged with and into DLH Pharma, LLC, a Florida limited liability company ("FL LLC") with FL LLC being the surviving entity in the Merger. FL LLC shall, in accordance with Chapter 608 of the Florida Statutes, succeed by operation of law, without other transfer or action, to all of the rights, title, interest, and property, tangible or intangible of MO LLC, and shall assume all debts, obligations and liabilities of MO LLC as if FL LLC had itself incurred such debts, obligations and liabilities.

*(Attach additional sheet if necessary)*

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CLERK OF DISTRICT COURT  
JANUARY 2008

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Immediately prior to the Merger, Donald L. Hagen is the record and beneficial owner of all Membership Interests - meaning any and all rights, privileges and interest that a Member may have in a limited liability company, including but not limited to rights to capital, profits and/or losses, rights to distributions, and voting rights, of any name or nature - and as of the Effective Date of this Merger, all Membership Interests of MO LLC shall, by virtue of the Merger and without any action on the part of the Member of MO LLC or FL LLC, be cancelled, and Donald L. Hagen shall be the sole Member of FL LLC.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Immediately prior to the Merger, Donald L. Hagen is the record and beneficial owner of all Membership Interests - meaning any and all rights, privileges and interest that a Member may have in a limited liability company, including but not limited to rights to capital, profits and/or losses, rights to distributions, and voting rights, of any name or nature - and as of the Effective Date of this Merger, all Membership Interests of MO LLC shall, by virtue of the Merger and without any action on the part of the Member of MO LLC or FL LLC, be cancelled, and Donald L. Hagen shall be the sole Member of FL LLC.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

This Merger shall be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida ("Effective Date")

This Merger may be abandoned prior to the Effective Date by mutual consent of the merging parties.

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*(Attach additional sheet if necessary)*

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2007 SEP 24 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA