

**L11321**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
DRAGON PHARMACEUTICAL, INC.**

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*Merger*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Dragon Pharmaceutical, Inc.	Florida	L11321

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Datong Investment Inc.	Florida	P10000026642

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date of filing with the Florida Department of State.

**Fifth:** Adoption of merger by surviving corporation:

The plan of merger was adopted by the shareholders of the surviving corporation on July 20, 2010.

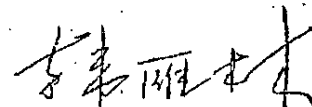
**Sixth:** Adoption of merger by merging corporation:

The plan of merger was adopted by the shareholders of the merging corporation on July 20, 2010.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Dragon Pharmaceutical, Inc.

Datong Investment Inc.



Maggie Deng, Chief Operating Officer

Yanlin Han, Chief Executive Officer

### PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Dragon Pharmaceutical, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Datong Investment Inc.	Florida

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

The merger shall become effective on the date of filing with the Florida Department of State (the "Effective Time"). Upon the Effective Time of the merger:

(a) Merger. Datong Investment Inc. ( the "Merging Corporation"), shall merge with and into Dragon Pharmaceutical, Inc., (the "Surviving Corporation"), and the separate existence of the Merging Corporation shall thereupon cease. The merger shall have the effects specified in under section 607.1106 of the Florida Business Corporation Act ("FBCA").

(b) Articles of Incorporation. The articles of incorporation of Surviving Corporation shall be amended and restated in its entirety to reflect identical provisions of the Merging Corporation articles of incorporation, with exception to the corporate name and historical incorporator.

(c) Bylaws. The Surviving Corporation bylaws shall be amended and restated in their entirety to reflect identical provisions of Merging Corporation's bylaws, with exception to the corporate name.

(d) Directors and Officers. The directors and officers of Merging Corporation immediately prior to the merger shall become the initial directors and officers, respectively, of Surviving Corporation, and all directors and officers of the Surviving Corporation serving immediately prior to the merger shall resign.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Stock of Merging Corporation. At the Effective Time, each share of the stock of Merging Corporation issued and outstanding immediately prior to the merger shall be cancelled and shall be converted automatically into the right to receive one duly authorized, validly issued, fully paid and nonassessable share of common stock of Surviving Corporation.

(b) Stock of Surviving Corporation. At the Effective Time, each share of Surviving Corporation common stock that is owned by Mr. Yanlin Han immediately prior to the merger ("Mr. Han's Shares") shall remain issued and outstanding and treated as issued and outstanding shares of common stock of the Surviving Corporation.

(c) Common Stock Merger Consideration. At the Effective Time, each share of Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the merger (other than (i) shares that are owned by shareholders who have perfected and not withdrawn a demand for appraisal rights pursuant to Sections 607.1301 to 607.1333 of the FBCA (the "Dissenting Shares") and (ii) Mr. Han's Shares, which shall remain issued and outstanding and unaffected by the merger), shall automatically be converted into, and canceled in exchange for, the right to receive the Company Common Stock Merger Consideration. As used herein, the term "Company Common Stock Merger Consideration" means cash in the amount equal to \$.82 per share, less any amounts due to the Surviving Corporation to the extent applicable.

(d) Option Merger Consideration. At the Effective Time, each outstanding qualified or nonqualified option to purchase common stock of the Surviving Corporation ("Company Stock Options") under the Surviving Corporation's 2001 Stock Option Plan and 2005 Stock Option Plan or any other employee share option or compensation plan, agreement or arrangement shall become fully exercisable and vested; and shall be canceled and only entitle the holder thereof to receive, as soon as reasonably practicable after effectiveness of the merger, a cash payment, less any applicable withholding taxes, equal to the product of (i) the number of shares of Surviving Corporation common stock subject to such Company Stock Option immediately prior to the merger, to the extent such Company Stock Option is vested and exercisable, and (ii) the excess, if any, of the Company Common Stock Merger Consideration over the exercise price per share of such Company Stock Option (the "Option Merger Consideration"). All Company Stock Options with an exercise price per share that is equal to or greater than the Company Common Stock Merger Consideration, shall be canceled effective as of the merger without any cash payment being made in respect thereof and without any other consideration.

(e) Treatment of Outstanding Common Stock. At the Effective Time, all outstanding common stock of the Surviving Corporation (other than Dissenting Shares and Mr. Han's Shares) shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing a share(s) of common stock shall cease to have any rights with respect thereto, except the right to receive the Company Common Stock Merger Consideration (without interest) to be paid in consideration therefor upon the surrender of such certificate(s).

**Fifth:** Restated Articles of Incorporation with amendments for the Surviving Corporation is attached, to become effective at the Effective Time.

**Sixth:** Dissenters' Shares:

(a) No Rights to Merger Consideration. No holder of Surviving Corporation common stock that has perfected a demand for appraisal rights pursuant to Sections 607.1301 to 607.1333 of the FBCA (a "Dissenting Shareholder") shall be entitled to receive the Company Common Stock Merger Consideration with respect to such shares of common stock owned by such Dissenting Shareholder unless and until such Dissenting Shareholder shall have effectively withdrawn or lost such Dissenting Shareholder's right to appraisal under the FBCA. Each Dissenting Shareholder shall be entitled to receive only the payment provided by Sections 607.1301 to 607.1333 of the FBCA with respect to Dissenting Shares.

(b) Withdrawal or Loss of Appraisal Rights. If any holder of Surviving Corporation common stock who asserts appraisal rights shall effectively withdraw or lose (through failure to perfect or

otherwise) its rights of appraisal, then, as of the later of the merger and the occurrence of such event, such holder's shares of common stock shall no longer be Dissenting Shares and shall automatically be converted into and represent only the right to receive the Company Common Stock Merger Consideration, without any interest thereon and less any required withholding taxes.

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ARTICLES OF RESTATEMENT  
OF  
DRAGON PHARMACEUTICAL, INC.

LL1321

(Document Number of Corporation)

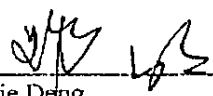
Pursuant to the provisions of section 607.1007, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) and restates its Articles of Incorporation.

The undersigned hereby certifies that:

1. The name of the Corporation is: Dragon Pharmaceutical, Inc.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read in such form attached hereto.
3. The text of the attached Amended and Restated Articles of Incorporation contains new amendments that required shareholder approval and the number of votes cast for the amendment(s) by the shareholders was sufficient for approval.
4. The date of adoption of the amendments contained within the attached Amended and Restated Articles of Incorporation by the shareholders of the Corporation was July 20, 2010.
5. The amendments approved thereby do not provide for any exchange, reclassification or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Restatement as of July 20, 2010.

Dragon Pharmaceutical, Inc.

  
\_\_\_\_\_  
Maggie Deng,  
Chief Operating Officer

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DRAGON PHARMACEUTICAL, INC.

Article I

The name of the corporation shall be: DRAGON PHARMACEUTICAL, INC.

Article II

The principal place of business and mailing address:

6072 CHANCELLOR BLVD.  
VANCOUVER, BC V6T 1E7 CANADA

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

Article IV

The number of shares the corporation is authorized to issue is:

100,000,000 SHARES AT \$0.001 PAR VALUE

Article V

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

Article VI

The officer(s) and/or director(s) of the corporation is/are:

TITLE: CPD  
YANLIN HAN  
701 West Georgia Street, Suite 1500  
VANCOUVER, BC V7Y 1C6 CANADA

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Article VII

The name and address of the Incorporator is:

JAMES R. BECKETT  
800 E. CYPRESS CREEK RD., #204  
FORT LAUDERDALE, FL 33334

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