

M26460

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED
00 APR 17 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1- STANBIO LABORATORY, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 APR 17 AM 10:46
DEPARTMENT OF STATE
VICE-CONSUL GENERAL
TALLAHASSEE, FLORIDA

G. COULLIETTE APR 17 2000

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*****78.75 *****78.75

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIOCHEMICAL TRADE INC., a Florida corporation, M26460

INTO

STANBIO LABORATORY, INC.. a Texas corporation not qualified in Florida

File date: April 17, 2000

Corporate Specialist: Cheryl Coulliette

FILED
00 APR 17 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

BIOCHEMICAL TRADE, INC., a Florida corporation with
STANBIO LABORATORY, INC., a Texas corporation

Articles of Merger between Biochemical Trade, Inc., a Florida corporation and Stanbio Laboratory, Inc., a Texas Corporation.

1. The Plan and Agreement of Merger dated on the 17 day of March, 2000 (the "Plan and Agreement of Merger"), between Biochemical Trade, Inc. and Stanbio Laboratory, Inc. was approved and adopted upon the unanimous consent of the shareholders and directors of Biochemical Trade, Inc. on the 17 day of March, 2000 and upon the unanimous consent of shareholders and directors of Stanbio Laboratory, Inc., on the 17 day of March, 2000.
2. The Plan and Agreement of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
3. The effective date of the merger shall be on the date of filing of these articles of merger.
4. The principal office and address of the surviving corporation, Stanbio Laboratory, Inc., is 2930 E. Houston, San Antonio, Texas 78202.
5. Stanbio Laboratory, Inc. is deemed to have appointed the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation or rights of dissenting shareholders of Biochemical Trade, Inc.
6. Stanbio Laboratory, Inc. has agreed to promptly pay to the dissenting shareholders, if any, of Biochemical Trade, Inc. the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

IN WITNESS WHEREOF, the parties have set their hand this 17 day of March, 2000.

Attest:

Biochemical Trade, Inc.
a Florida corporation

(Corporate Seal)

By: William R. Pippin
William R. Pippin, President

Attest:
corporation

Stanbio Laboratory, Inc., a Texas

(Corporate Seal)

By: William R. Pippin
William R. Pippin, President

PLAN AND AGREEMENT OF MERGER

BETWEEN

STANBIO LABORATORY, INC.
(a Texas corporation)

AND

BIOCHEMICAL TRADE, INC.
(a Florida corporation)

THIS PLAN AND AGREEMENT OF MERGER is made and entered into on the 17th day of March, 2000 by and between Stanbio Laboratory, Inc., a Texas corporation (hereinafter sometimes referred to as "Texas" or "Surviving Corporation"), and Biochemical Trade, Inc., a Florida corporation (hereinafter sometimes referred to as "Florida") (Florida and Texas are sometimes referred to as "Constituent Corporations").

WITNESSETH:

WHEREAS, Texas is a corporation organized and existing under the laws of the State of Texas, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Texas on April 5, 1960, amended on July 23, 1981 and January 25, 1990, and the registered office of the Texas Corporation being located at 2930 East Houston, San Antonio, Texas 78202, and the name of its registered agent in charge thereof being William R. Pippin; and

WHEREAS, the aggregate number of shares of stock which Texas has authority to issue is 5,000,000 shares of Common Stock with a par value of \$.10 each, of which 510,511 shares of Common Stock are issued and outstanding; and

WHEREAS, Florida is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of Florida on January 27, 1986, and a Certificate of Incorporation having been issued by said Secretary of State on that date, and the registered office of the Florida Corporation being located at 7522 N.W. 55th Street, Miami, Florida 33166, and its registered agent being Ricardo Rubiales; and

WHEREAS, the aggregate number of shares which Florida has authority to issue is 750 shares of Common Stock with \$10.00 par value, of which 750 shares of Common Stock are issued and outstanding; and

WHEREAS, the Board of Directors of Texas and Florida deem it advisable that Florida be merged into Texas, as the Surviving Corporation, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Texas and Florida which permit such merger,

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Texas and Florida, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE ONE

Texas and Florida shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Texas and of the State of Florida, by Florida merging with and into Texas, which shall be the Surviving Corporation.

ARTICLE TWO

Upon the merger becoming effective as provided in the applicable laws of the State of Texas and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"):

1. The Constituent Corporations shall be a single corporation, which shall be Texas as the Surviving Corporation, and the separate existence of Florida shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

2. Texas, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of either of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to either of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

3. Texas, as the Surviving Corporation, shall thenceforth be responsible and liable for all of the liabilities and obligations of both of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof if not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

5. The Bylaws of Texas as existing and constituted immediately prior to the Effective Date of the Merger shall be and constitute the Bylaws of the Surviving Corporation.

6. The Board of Directors, and the members thereof, and the officers, of Texas immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE THREE

The Certificate of Incorporation of Texas, as the Surviving Corporation, shall not be amended in any respect, by reason of this Plan and Agreement of Merger, and said Certificate of Incorporation, as filed in the office of the Secretary of State of the State of Texas on April 5, 1960 and amended on July 23, 1981 and on January 25, 1990, shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

ARTICLE FOUR

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

(a) Each of the 510,511 shares of the Common Stock of Texas outstanding on the Effective Date of the Merger shall continue to be one share of Common Stock of the Surviving Corporation with the voting powers, restrictions and qualifications set forth in the Certificate of Incorporation of Texas;

(b) Each of the 750 shares of the Common Stock of Florida outstanding on the Effective Date of the Merger shall be canceled, and no shares of stock of the Surviving Corporation shall be issued therefor;

After the Effective Date of the Merger, each owner of an outstanding certificate or certificates theretofore representing shares of Florida shall surrender such certificates at the office of the Surviving Corporation for cancellation.

ARTICLE FIVE

Texas, as the Surviving Corporation, shall pay all expenses of carrying this Plan and Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE SIX

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation title to any property or rights of Florida, the proper officers and directors of Florida shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE SEVEN

This Plan and Agreement of Merger shall be submitted to the shareholders of both of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of both of the Constituent Corporations in accordance with the requirements of the laws of the State of Texas and the State of Florida, as applicable, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Texas and of the State of Florida, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its Board of Directors at any time prior to its approval and adoption by the shareholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective boards of directors, at any time prior to the Effective Date of the Merger.

ARTICLE EIGHT

Texas, as the Surviving Corporation, hereby:

(a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of Texas in any proceeding for the enforcement of the rights of a dissenting shareholder of Florida against the Surviving Corporation;

(b) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding; and

(c) agrees that it will promptly pay to the dissenting shareholders of Florida the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be executed by a duly authorized officer and Attested by the Secretary of each party hereto.

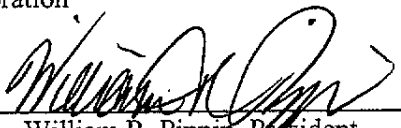
STANBIO LABORATORY INC., a Texas
Corporation

By: _____


William R. Pippin, President

BIOCHEMICAL TRADE, INC., a Florida
Corporation

By: _____


William R. Pippin, President