

P00000025019

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MERGER OR SHARE EXCHANGE

VIT-IMMUNE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$96.25

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VIT-IMMUNE, L.C., a Florida entity, L97000000143

INTO

VIT-IMMUNE, INC., a Florida entity, P00000025019

File date: April 19, 2000

Corporate Specialist: Shawn Logan

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

VIT-IMMUNE, L.C.
a Florida limited liability company

INTO

VIT-IMMUNE, INC.
a Florida corporation

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act ("FLLCA") and Section 607.1109 of the Florida Business Corporation Act ("FBCA"), the undersigned entities adopt the following Articles of Merger:

- FIRST:** VIT-IMMUNE, L.C., a Florida limited liability company, bearing Document #L97000000143 ("V-LC") shall be merged (the "Merger") with and into VIT-IMMUNE, INC., a Florida corporation bearing Document #P00000025019 ("V-CORP"). V-LC and V-CORP are sometimes hereinafter collectively referred to as the "Constituent Entities."
- SECOND:** V-CORP shall be the surviving entity of the Merger (the "Surviving Entity"), effective upon the date when these Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date"). The street address of its principal office is 5821 Hollywood Boulevard, Hollywood, FL 33021.
- THIRD:** The attached Plan of Merger meets the requirements of Sections 608.438 of the Florida Limited Liability Company Act and 607.1108 of the Florida Business Corporation Act and was approved by each entity that is a party to the merger in accordance with Chapters 608 and 607 of the Florida Statutes.
- FOURTH:** The Articles of Incorporation and By-Laws of V-CORP, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Entity following the Effective Date, as amended or restated in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Entity, shall constitute the Articles of Incorporation and By-Laws of the Surviving Entity separate and apart from these Articles of Merger.

JOEL D. MAYERSOHN, ESQ., FLA. BAR #0093492
Atlas Pearlman, P.A.
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- FIFTH: On the Effective Date, V-CORP shall continue its corporate existence under the laws of the State of Florida, and the separate existence and organization of V-LC, except insofar as it may be continued by operation of law, shall be terminated and cease.
- SIXTH: On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Entities or their members and shareholders, every one (1) unit of membership interest of V-LC, issued and outstanding immediately prior to the Effective Date, shall, without further action, be converted into two hundred three (203) fully paid and non-assessable shares of Common stock of the Surviving Entity.
- SEVENTH: Pursuant to Section 608.4384 of the Florida Limited Liability Company Act the Plan of Merger was adopted by the all of the voting members of V-LC on the 18 day of April, 2000.
- EIGHTH: Pursuant to Section 607.1302 of the Florida Business Corporation Act, the Plan of Merger was adopted by unanimous written consent of the Board of Directors of V-CORP on the 18 day of April, 2000. No shares of stock have been issued; therefore, the number of votes cast for the Plan of Merger was sufficient for approval.
- NINTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization, Articles of Incorporation, Operating Agreement or Bylaws of the Constituent Entities.
- TENTH: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.
Signed this 18 day of April, 2000.

VIT-IMMUNE, L.C.
a Florida limited liability company

VIT-IMMUNE, INC.
a Florida corporation

By: David Kirchenbaum
David Kirchenbaum, Manager

By: David Kirchenbaum
David Kirchenbaum
President and Director

By: Robert Keller
Robert Keller, M.D., Manager

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