

P00000025484

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Admitted in:
Florida
New York
Texas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 19 AM 11:15

January 25, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-01/29/01--01124--022
****105.00 ****105.00

Re: Baby's Best Laboratories

Ladies and Gentlemen:

Enclosed please find one original and one copy of Articles of Merger of Certified Infant Formula Providers Inc. and Delta Salvors & Recovery, Inc. with and into Baby's Best Laboratories, Inc., along with a check in the amount of \$105. Please return confirmation of filing to the above address.

Very truly yours,



Michael D. Karsch

Merger

V. SHEPARD FEB 19 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DELTA SALVORS & RECOVERY, INC., a Florida corporation, P97000040663

CERTIFIED INFANT FORMULA PROVIDERS INC., a Cayman Islands
corporation not qualified in Florida

INTO

BABY'S BEST LABORATORIES, INC., a Florida entity, P00000025484.

File date: February 19, 2001

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2001

MICHAEL D. KARSCH, P.A.
902 CLINT MOORE RD., STE. 114
BOCA RATON, FL 33487

SUBJECT: BABY'S BEST LABORATORIES, INC.
Ref. Number: P00000025484

We have received your document for BABY'S BEST LABORATORIES, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 101A00006896

Rec'd 2/19

**ARTICLES OF MERGER OF
BABY'S BEST LABORATORIES, INC.
A Florida Corporation,
CERTIFIED INFANT FORMULA PROVIDERS INC.
A Cayman Islands Corporation,
and
DELTA SALVORS & RECOVERY, INC.
A Florida Corporation**

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In accordance with the applicable sections 607.1105, governing the merger of domestic corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging corporations are Certified Infant Formula Providers Inc. ("CFIP"), which is a corporation organized under the laws of the Cayman Islands, and the existence of which will cease, Delta Salvors & Recovery, Inc. ("Delta"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease, and Baby's Best Laboratories, Inc. (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida. CFIP and Delta are sometimes referred to as the Disappearing Corporations.
2. The Plan of Merger for merging the Disappearing Corporations with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing with the Florida Department of State.
4. The plan of Merger was approved and adopted by the Board of Directors of both the Disappearing Corporations and the Surviving Corporation by written consents as of December 31, 2000 and by the shareholders of the Disappearing Corporations as of December 31, 2000. No shareholder vote for the Surviving Corporation was required.
5. The Surviving Corporation will continue to exist under the name "Baby's Best Laboratories, Inc." pursuant to the provisions of the laws of the State of Florida.

BABY'S BEST LABORATORIES, INC.
a Florida Corporation

By: Patricia Bishop
Patricia Bishop, President

**CERTIFIED INFANT FORMULA PROVIDERS
INC.**
A Cayman Islands Corporation

By: Patricia Bishop
Patricia Bishop, President

DELTA SALVORS & RECOVERY, INC.
A Florida Corporation

By: Patricia Bishop
Patricia Bishop, President

**PLAN OF MERGER OF
BABY'S BEST LABORATORIES, INC.
A Florida Corporation,
CERTIFIED INFANT FORMULA PROVIDERS INC.
A Cayman Islands Corporation,
and
DELTA SALVORS & RECOVERY, INC.
A Florida Corporation**

THIS AGREEMENT AND PLAN OF MERGER by and among Certified Infant Formula Providers Inc. ("CFIP"), which is a corporation organized under the laws of the State of Florida, Delta Salvors & Recovery, Inc. ("Delta"), which is a corporation organized under the laws of the State of Florida, and Baby's Best Laboratories, Inc. (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, as approved by the Board of Directors and shareholders of said corporations, CFIP and Delta are sometimes referred to as the Disappearing Corporations.

WITNESSETH

WHEREAS, Delta is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, CFIP is a corporation duly organized and existing under the laws of the Cayman Islands; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Directors of the Disappearing Corporations and the Surviving Corporation believe that the merger of the Disappearing Corporations into the Surviving Corporation would be advantageous and beneficial to the shareholders and business associates of the corporations; and

WHEREAS, the Disappearing Corporations and the Surviving Corporation have agreed that the Disappearing Corporations shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in Plan of Merger and in order to consummate the transaction described above, the Disappearing Corporations and the Surviving Corporation, the constituent corporations to Plan of Merger, agree as follow:

1. The Disappearing Corporations shall be merged with an into the Surviving Corporation. The laws of the State of Florida permit such a merger.
2. Upon the approval and adoption of this Plan of Merger, the Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of the Disappearing Corporations and the Surviving Corporation, and shall be filed with the Florida Department of State.
3. The Surviving Corporation shall continue its existence under the name of Baby's Best Laboratories, Inc. pursuant to the provisions of law of the State of Florida.

4. The separate existence of the Disappearing Corporations shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The issued shares of the Disappearing Corporations shall be cancelled and 100 shares of the Surviving Corporation's common stock shall be issued to the shareholders of each Disappearing Corporation. Additionally, the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration paid therefore, but each said share of the Surviving Corporation which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. The Disappearing Corporations and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Disappearing Corporations and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or out into effect any of the provisions of this Plan of Merger provided herein.

This Plan of Merger is effective as December 31, 2000.

BABY'S BEST LABORATORIES, INC.

a Florida Corporation

By: Patricia Bishop
Patricia Bishop, President

**CERTIFIED INFANT FORMULA PROVIDERS
INC.**

A Cayman Islands Corporation

By: Patricia Bishop
Patricia Bishop, President

DELTA SALVORS & RECOVERY, INC.

By: Patricia Bishop
Patricia Bishop, President