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## MERGER OR SHARE EXCHANGE

PharmaNet, Inc.

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*Merge*  
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**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> (If known/applicable)
PharmaNet, Inc.	Pennsylvania	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
PharmaNet Specialized Pharmaceutical Services, Inc.	Florida	P00000027167

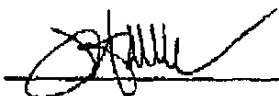
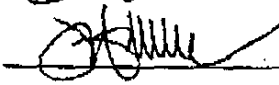
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on Dec. 20<sup>th</sup>, 2007.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on Dec. 20<sup>th</sup>, 2007.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
PharmaNet, Inc.		Jeffrey P. McMullen, President
Pharmanet Specialized Pharmaceutical Services, Inc.		Jeffrey P. McMullen, President

1-PR/1334100.1

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PLAN OF MERGER

1-PR/135400.1

AGREEMENT AND PLAN OF MERGER  
OF  
PHARMANET SPECIALIZED PHARMACEUTICAL SERVICES, INC.  
(a Florida corporation)  
WITH AND INTO  
PHARMANET, INC.  
(a Pennsylvania corporation)

This AGREEMENT AND PLAN OF MERGER is dated as of December 20, 2007 (the "Plan of Merger") by and between PharmaNet Specialized Pharmaceutical Services, Inc., a Florida corporation ("PSPS"), and PharmaNet, Inc., a Pennsylvania corporation ("PNET"), both wholly-owned subsidiaries of PharmaNet Development Group, Inc., a Delaware corporation ("PDGI").

WHEREAS, PSPS and PNET desire that PSPS merge with and into PNET (such merger, the "Merger"); and

WHEREAS, the Board of Directors of PSPS and the Board of Directors of PNET have authorized the consummation of the Merger upon the terms and conditions set forth herein,

NOW, THEREFORE, the Merger shall be effected in substantially the following manner:

1. On the Effective Date (as defined below), PSPS (the "Merging Entity") shall merge with and into PNET, which shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of Pennsylvania and the name of the Surviving Corporation shall be "Pharmanet, Inc."
2. On the Effective Date, the corporate existence of PNET, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all of the rights, privileges, immunities, powers and purposes of the Merging Entity, and all of the property (real, personal and intangible), causes of action and every other asset of the Merging Entity shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Merging Entity, all without further act or deed.
3. The separate corporate existence of the Merging Entity shall cease on the Effective Date.
4. The effective date of the Merger shall be the date of filing of the Certificate of Merger with the Department of State of the State of Pennsylvania (the "Effective Date").

1-PR/1353437.2

5. On the Effective Date, all shares of stock of the Merging Entity which are issued and outstanding or held as treasury stock immediately prior to the Merger shall be canceled.

6. On the Effective Date, the Certificate of Incorporation of PNET as in effect immediately prior to the Merger shall be and remain the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided by law.

7. On the Effective Date, the Bylaws of PNET as in effect immediately prior to the Merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided by law.

8. On the Effective Date, the present officers of PNET shall remain the officers of the Surviving Corporation and shall hold office until their successors shall be elected and qualified.

9. The Plan of Merger herein made and adopted shall be submitted to the sole shareholder of both the Merging Entity and the Surviving Corporation for adoption or rejection in the manner prescribed by the provisions of the Pennsylvania Business Corporation Law (the "PBCL").

10. In the event that the Plan of Merger shall have been adopted by the sole shareholder of both the Merging Entity and the Surviving Corporation in the manner prescribed by the provisions of the PBCL, the Merging Entity and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Pennsylvania, or any other state as necessary, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

11. This Plan of Merger was duly adopted by the Board of Directors of the Merging Entity and the Surviving Corporation, on December 20, 2007.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date first written above.

PHARMANET SPECIALIZED PHARMACEUTICAL  
SERVICES, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_  
Title: Jeffrey P. McMullen, President

PHARMANET, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_  
Title: Jeffrey P. McMullen, President

Signature Page to Plan of Merger