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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SFBC CHARLOTTE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

T BROWN APR - 4 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 3, 2003

SFBC CHARLOTTE, INC.
11190 BISCAYNE BOULEVARD
NORTH MIAMI, FL 33181

SUBJECT: SFBC CHARLOTTE, INC.
REF: P00000027167

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

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

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Darlene Connell
Document Specialist

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PLEASE SEE THE ^{deletion of} ~~change~~ TO SECTION 6
OF THE ARTICLES OF MERGER.

Hopefully,
Third Time is A Charm!

Thanks
Dy Mark

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

SFBC NEW DRUG SERVICES, INC., a Florida entity, P02000094671

INTO

SFBC CHARLOTTE, INC. which changed its name to

SFBC NEW DRUG SERVICES, INC., a Florida entity, P00000027167

File date: April 4, 2003

Corporate Specialist: Teresa Brown

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
SFBC NEW DRUG SERVICES, INC.**

These Articles of Merger entered into as of this 1st day of April, 2003, by and between SFBC New Drug Services, Inc., a Florida corporation (the "Target") and SFBC Charlotte, Inc., a Florida corporation (the "Surviving Corporation")(collectively the "Parties").

WHEREAS the Surviving Corporation has authorized capital stock of 10,000 shares of common stock, par value \$0.001 per share, of which 100 shares have been duly issued and are outstanding; and

WHEREAS the Target has authorized capital stock consisting of 1,000 shares of common stock, no par value per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS the Board of Directors of the Surviving Corporation and the Target, deem it advisable and generally to the advantage and welfare of the Parties and recommend to the shareholders of the Parties that the Target merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act ("FBCA"); and

WHEREAS, the Boards of Directors and shareholders of the Parties have approved the terms and conditions of the merger; and

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties have agreed, and do hereby agree, that the Target shall merge into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption and Approval of Agreement. Pursuant to Sections 607.0702 and 607.0821, 607.1101 and 607.1103 of the FBCA, the directors of the Target by unanimous written consent on April 1, 2003 and the shareholders of the Target, by the unanimous written consent of the shareholders entitled to vote, approved this Agreement on April 1, 2003. Pursuant to Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA, the board of directors and the sole shareholder of the Surviving Corporation have adopted and approved this Agreement by unanimous written consent on April 1, 2003.

2. Agreement to Merge. The Parties hereby agree that the Target shall be merged with and into the Surviving Corporation.

3. Effective Date. The merger of the undersigned corporations shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

4. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to SFBC New Drug Services, Inc.

5. Articles of Incorporation and Bylaws. Article I of the Articles of Incorporation of the Surviving Corporation is hereby amended in its entirety to read, "The name of this corporation is

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SFBC New Drug Services, Inc. (the "Company"). The Articles of Incorporation, as amended, and the Bylaws of the Surviving Corporation shall become those of the Surviving Corporation.

6. Agreement. The executed Agreement is on file at the principal place of business of the Surviving Corporation located at 11190 Biscayne Blvd., N. Miami, FL 33181.

7. Manner and Basis for Conversion of Shares. The manner and basis of converting the shares of common stock of the Target into shares of Surviving Corporation shall be on a one for one basis.

8. Certification of Board Approval. The undersigned secretary of the Target hereby certifies that the board of directors of the Target adopted the Agreement by unanimous written consent on April 1, 2003. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted the Agreement by unanimous written consent as of April 1, 2003.

9. Shareholder Approval. The undersigned secretary of the Target hereby certifies that the sole shareholder of the Target approved the Agreement by unanimous written consent on April 1, 2003. The undersigned secretary of the Surviving Corporation hereby certifies that the sole shareholder of the Surviving Corporation approved the Agreement by unanimous written consent on April 1, 2003.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective boards of directors.

SFBC NEW DRUG SERVICES, INC., a Florida corporation

Michael P. Adams
By: Michael P. Adams, President

David Natan
By: David Natan, Secretary

SFBC CHARLOTTE, INC., a Florida corporation

Michael P. Adams
By: Michael P. Adams, Chief Executive Officer

David Natan
By: David Natan, Assistant Secretary

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