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Corporation(s) Name

BioVitech, Inc
merge: BioVitech, Inc
merger

☐ Profit ☐ Amendment ☒ Merger
☐ Nonprofit

☐ Foreign ☐ Dissolution
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR
☐ Reinstatement ☐ Fictitious Name
☐ UCC ☐ 1 or ☐ 3

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Jeffrey Butterfield
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10/25/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIOVITECH, INC., a Delaware corporation not authorized to transact business in
Florida

INTO

BIOVITECH, INC., a Florida entity, P00000068410

File date: October 24, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is:

Name: Biovitech, Inc. Jurisdiction: Florida

SECOND: The name and jurisdiction of the merging corporation is:

Name: Biovitech, Inc. Jurisdiction: Delaware


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: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by unanimous written consent of the shareholders of the surviving corporation on August 1, 2000.

SIXTH: Adoption of Merger by merging corporation: The Plan of Merger was adopted by unanimous written consent of the shareholders of the merging corporation on August 1, 2000.

BIOVITECH, INC.,
a Florida corporation

By: 
Name: Frederic Farque
Title: President

BIOVITECH, INC.,
a Delaware corporation

By: 
Name: Frederic Farque
Title: President

PLAN OF MERGER

The following plan of merger is submitted in accordance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

Name: Biovitech, Inc. Jurisdiction: Florida

SECOND: The name and jurisdiction of the merging corporation is:

Name: Biovitech, Inc. Jurisdiction: Delaware

THIRD: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation s they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on July 31, 2000.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights and every other interest of the surviving corporation and the merged

corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the merged corporation, as well as for enforcement of any obligations of the surviving corporation arising from the merger, including any suit or other proceedings to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, until the

surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the surviving corporation, at the above address.

FOURTH: The manner and basis of converting the shares of the merged corporation into shares, obligations or other securities of the surviving corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares in the merged corporation into rights to acquire shares, obligations or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, and all rights in respect thereto shall forthwith be changed and converted into one (1) share of the common stock of the surviving corporation.
- (c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the

outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertified shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FIFTH: This merger is intended to be, and shall be construed as, a statutory merger under Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended.

SIXTH: The following amendment is made to the Articles of Incorporation of the surviving corporation:

Article Fifth of the Articles of Incorporation of Biovitech, Inc., a Florida corporation, filed July 18, 2000, with the Secretary of State of Florida, is hereby deleted in its entirety, and the following new Article Fifth is inserted in its place:

“FIFTH: The names and addresses of the persons who are to serve as initial directors are: Dr. Francois DeBorne, 726 Jefferson Avenue, Miami Beach, Florida 33139, and Frederic Farque, 1210 Washington Avenue, Miami Beach, Florida 33139.”

Except as set forth above, the Articles of Incorporation of the surviving corporation remain unchanged and in full force and effect.