

To: The Florida Dept. of State
Subject: 000204.105414

From: Ashley Smith

Thursday, June 04, 2009 2:59 PM Page: 1 of 3

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000204.105414

MERGER OR SHARE EXCHANGE

APHERESIS TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

RECEIVED
2009 JUN -4 AM 8:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB 6/5/09

ARTICLES OF MERGER
OF
ATI ACQUISITION, INC.
INTO
APHERESIS TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made and entered into this 27 day of May, 2009, by and among ATI ACQUISITION, INC., a Florida corporation ("Acquisition") and APHERESIS TECHNOLOGIES, INC., a Florida corporation ("ATI").

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Acquisition and ATI hereby adopt the following Articles of Merger:

1. **Plan of Merger.** The Plan of Merger, which is contained in the Agreement and Plan of Merger Agreement dated February 27, 2009, by and among Acquisition and ATI (also referred to herein as the "Merger Agreement") is as follows:

(a) Acquisition shall be merged with and into ATI (the "Merger"), whereupon the separate existence of Acquisition shall cease, and ATI (the "Surviving Corporation") shall continue its corporate existence as the surviving corporation in the merger under the laws of the State of Florida.

(b) The Surviving Corporation shall succeed, without other transfer, to all of the rights, privileges and properties, and shall be subject to all of the duties, liabilities and obligations, of each of ATI and Acquisition from and after the Effective Date.

(c) The Surviving Corporation will carry on the business with the assets of Acquisition, as well as with the assets of ATI.

(d) The Articles of Incorporation and bylaws of ATI shall continue as the Articles of Incorporation and bylaws of the Surviving Corporation.

(e) As of the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, all issued and outstanding shares of the common stock of Acquisition shall in the aggregate be converted into and become one hundred (100) shares of the common stock of the Surviving Corporation.

(f) As of the Effective Date, each share of ATI common stock issued and outstanding, except for the shares of ATI common stock held by any shareholder who is also a shareholder of Acquisition (the "Excluded Shareholders"), by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be deemed cancelled and surrendered and exchanged by the holder thereof in return for and consideration of payment by ATI to such shareholders in the amount of \$0.0204 cash per share.

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Articles of Merger of
ATI Acquisition, Inc.
Into Apheresis Technologies, Inc.
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(g) The Excluded Shareholders will retain all shares of ATI common stock then currently held and will not receive cash, or any other similar consideration in their capacity as shareholders of ATI.

2. **Effective Date.** The Merger shall be effective as of the time of filing of these Articles of Merger by the Florida Department of State (the "Effective Date").


3. **Approval.** The Merger Agreement was approved by the Board of Directors and a majority of the shareholders of ATI on February 27, 2009. The number of votes cast by holders of the common stock was sufficient for approval. The Merger Agreement was also approved by the Board of Directors and the sole shareholder of Acquisition on March 2, 2009. The number of votes cast by holders of the common stock was sufficient for approval.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger effective the day and year first above written.

ATI ACQUISITION, INC.

By: 
John Cornish, President

APHERESIS TECHNOLOGIES, INC.

By: 
John Cornish, President

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