

P01000010524

Florida Department of State  
Division of Corporations  
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Fax Number : (850)922-4000

From: Account Name : MORGAN LEWIS & BOCKIUS LLP  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**FLORIDA USB, INC.**

Certificate of Status	0
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new officers/  
Directors for survivor  
will be provided on  
the UBR.

2-20-01

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DC

merger

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

US BIOSYSTEMS, INC., a Delaware corporation, F98000004803

INTO

FLORIDA USB, INC. which changed its name to

**US BIOSYSTEMS, INC.**, a Florida entity, P01000010524.

File date: February 20, 2001

Corporate Specialist: Darlene Connell

February 20, 2001

FLORIDA USB, INC.  
5300 FIRST UNION FINANCIAL CENTER  
200 S. BISCAYNE BLVD.  
MIAMI, FL 33131-2339

SUBJECT: FLORIDA USB, INC.  
REF: P01000010524

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.

Please provide the list of officers/directors that shall be the officers and directors at the effective time of the merger, as stated in #4 of the document.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000018958  
Letter Number: 701A00010645

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**ARTICLES OF MERGER**

**OF**

**US BIOSYSTEMS, INC.**  
(a Delaware corporation)

**INTO**

**FLORIDA USB, INC.**  
(a Florida corporation)

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation does hereby make and execute these Articles of merger for the purpose of merging US Biosystems, Inc., a Delaware corporation, into Florida USB, Inc., a Florida corporation (the "Merger"):

(a) The Agreement and Plan of Merger is as follows:

1. The name of each corporation to be merged is US Biosystems, Inc., a Delaware corporation ("USB"), and Florida USB, Inc., a Florida corporation ("Florida USB"). The name of the surviving corporation is Florida USB, Inc., a Florida corporation.

2. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of common stock of USB shall by virtue of the Merger and without any action by the holders thereof be converted into one share of the common stock of Florida USB. At the Effective Time, each issued and outstanding share of Florida USB common stock shall be canceled and extinguished.

3. At the Effective Time, Article I of the Articles of Incorporation of Florida USB shall be amended to read as follows:

**ARTICLE I**

**Name**

The name of the corporation is:

US Biosystems, Inc.

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4. At the Effective Time, the directors and officers of USB shall become the directors and officers of Florida USB.

(b) The effective date of the Merger shall be the date of the filing of these Articles of Merger.

(c) The date of adoption of the Agreement and Plan of Merger by the shareholders of USB was January 30, 2001.

(d) The date of adoption of the Agreement and Plan of Merger by the shareholders of Florida USB was January 30, 2001.

Dated: January 30, 2001.

US BIOSYSTEMS, INC.

By   
Name: Alex Moreno  
Title: President

FLORIDA USB, INC.

By   
Name: Robert Rivkin  
Title: President