

PO1000003934

ACCOUNT NO. : 072100000032

REFERENCE : 467949 4301811

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

FILED
01 SEP 14 3:18
TALLAHASSEE, FLORIDA

ORDER DATE : September 11, 2001

ORDER TIME : 11:56 AM

ORDER NO. : 467949-005

CUSTOMER NO: 4301811

CUSTOMER: Alex Chung, Legal Asst
Phillips Nizer
666 Fifth Avenue

100004588691--7

New York, NY 10103-0084

Merger

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP 14 PM 12:52

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER

SOMATOCOR PHARMACEUTICALS, INC

INTO

SOMATOCOR PHARMACEUTICALS, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DOR
9/17/01

*02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOMATOCOR PHARMACEUTICALS, INC., a Florida corporation
P01000039334

INTO

SOMATOCOR PHARMACEUTICALS, INC.. a Georgia entity not qualified in
Florida

File date: September 14, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 17, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SOMATOCOR PHARMACEUTICALS, INC.
Ref. Number: P01000039334

RESUBMIT

Please give original
submission date as file date.

We have received your document for SOMATOCOR PHARMACEUTICALS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please fill in the the blanks in the third paragraph on the first page of the Articles of Merger.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 401A00051015

RECEIVED
01 SEP 17 AM 2:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
SOMATOCOR PHARMACEUTICALS, INC.
(a Florida corporation)
with and into
SOMATOCOR PHARMACEUTICALS, INC.
(a Georgia corporation)

FILED
01 SEP 14 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code (the "Georgia Code") and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), each of the undersigned business entities adopts the following Articles of Merger for the purposes of merging into a single corporation:

1. The Plan of Merger attached is hereto.
2. This merger shall become effective upon the later of (i) the date of filing by the Secretary of State of the State of Georgia of these Articles of Merger to be delivered to and filed with the Secretary of State of the State of Georgia, and (ii) the date of filing by the Department of State of the State of Florida of these Articles of Merger to be delivered to and filed with the Department of State of the State of Florida.
3. In accordance with Section 607.1103 of the Florida Act and, the Plan of Merger was adopted by the Board of Directors of Somatocor Pharmaceuticals, Inc., a Florida corporation ("Florida Somatocor") on September 14, 2001. In accordance with Section 14-2-1105 of the Georgia Code, the Plan of Merger was approved by the Board of Directors of Somatocor Pharmaceuticals, Inc., a Georgia corporation ("Georgia Somatocor") on September 14, 2001.
4. In accordance with Section 607.1103 of the Florida Act, the Plan of Merger was approved by the sole shareholder of Florida Somatocor on September 14, 2001. In accordance with Section 14-2-1103 of the Georgia Code approval by the shareholders of Georgia Somatocor is not required.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed in their respective names and on their respective behalf on this 14th day of September, 2001.

SOMATOCOR PHARMACEUTICALS, INC.,
(a Georgia Corporation)

By: Gideon Shapiro
Gideon Shapiro, President

SOMATOCOR PHARMACEUTICALS, INC.,
(a Florida Corporation)

By: Gideon Shapiro
Gideon Shapiro, President

PLAN OF MERGER

1. Constituent Entities; Surviving Company. The corporations proposing to merge are Somatocor Pharmaceuticals, Inc., a Georgia corporation ("Georgia Somatocor"), and Somatocor Pharmaceuticals, Inc., a Florida corporation ("Florida Somatocor"). Florida Somatocor proposes to merge with and into Georgia Somatocor (the "Merger"), with Georgia Somatocor being the "Surviving Company."

2. Terms and Conditions of Merger. The Merger shall be consummated pursuant to and in accordance with this Plan of Merger, a copy of which shall be maintained at the principal places of business of Georgia Somatocor and Florida Somatocor (the "Plan of Merger"). The Merger will become effective upon the later of (i) the filing of the Articles of Merger with the Secretary of State of the State of Georgia or (ii) the filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Time").

3. Continuation of Georgia Somatocor. The identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of Georgia Somatocor shall continue unaffected and unimpaired by the Merger.

4. Termination of Existence of Florida Somatocor. At the Effective Time, the separate existence of Florida Somatocor shall cease, and all rights, privileges, powers, properties and assets of Florida Somatocor shall be vested in the Surviving Company and shall be the property of the Surviving Company.

5. Organization of Surviving Company.

a. Articles. The Articles of Incorporation of Georgia Somatocor shall be the Articles of Incorporation of the Surviving Company after the Effective Time, until thereafter changed or amended.

b. Bylaws. The Bylaws of Georgia Somatocor shall be the Bylaws of the Surviving Company after the Effective Time, until thereafter changed or amended.

c. Directors and Officers. The Board of Directors of the Georgia Somatocor immediately prior to the Effective Time shall become the Board of Directors of the Surviving Company as of the Effective Time, and until the earlier of their respective resignations or the time that their respective successors are duly elected or appointed and qualified. The officers of Georgia Somatocor immediately prior to the Effective Time shall become the officers of the Surviving Company holding the same positions as held in Georgia Somatocor by such officers, respectively, as of the Effective Time, and until the earlier of their respective resignations or the time that their respective successors are duly elected or appointed and qualified.

6. Conversion of Shares.

a. Florida Somatocor Common Stock. At the Effective Time, each share of Florida Somatocor common stock, issued and outstanding at the Effective Time (other than shares constituting dissenting shares) shall be converted into the right to receive one and one-half (1.5) share in Georgia Somatocor.

b. Georgia Somatocor Shareholders. At the Effective Time, each shareholder of Florida Somatocor outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of such shareholder, become a shareholder of the Surviving Company. At the Effective time, such shareholders (together with the shareholders existing immediately before the Effective Time) shall constitute the only shareholders of the Surviving Company.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be executed on its behalf by its officers duly authorized, all as of the date first written above.

SOMATOCOR PHARMACEUTICALS, INC.,
a Georgia corporation

By: Gideon Shapiro
Gideon Shapiro, President

SOMATOCOR PHARMACEUTICALS, INC.,
a Florida corporation

By: Gideon Shapiro
Gideon Shapiro, President