

P01000072867

SCUDERI & CHILDS
Attorneys and Counselors at Law
ROYAL PALM MALL

983 NORTH COLLIER BOULEVARD

MARCO ISLAND, FLORIDA 34145

REPLY TO: P. O. BOX 109, MARCO ISLAND, FL 34146-0109

TELEPHONE 941 / 394-3166

FAX 941 / 642-5657

SALVATORE C. SCUDERI
DONALD G. CHILDS

300005027223--3
-02/19/02--01007--003
*****35.00 *****35.00

February 7, 2002

Via Certified Mail # 6959
Return Receipt Requested

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: International Bio-Scientific Consulting, Inc./
International BioMedical Consulting, Inc.

300005027223--3
-02/19/02--01007--004
*****8.75 *****8.75

Dear Sir:

Enclosed please find your letter dated December 3, 2001 for reference.

Also enclosed are the following:

1. Articles of Merger
2. Minutes of Special Meeting.
3. Check in the amount of \$35.00 for the merger.
4. Check in the amount of \$8.75 for a certified copy of the article of merger.

300005027223--3
-11/26/01--01037--009
*****35.00 *****35.00

Please note that you holding the other \$35.00 merger fee.

Thank you for your attention to this matter.

Very truly yours,
SCUDERI & CHILDS

Salvatore Scuderi

Salvatore C. Scuderi
SCS/II

enclosures

*gave authority
to make all
corrections as
2/19*

FILED
02 FEB 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*merged as
2/19*

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL BIOMEDICAL CONSULTANTS, INC., A FOREIGN
VERMONT CORP., # F00000001580.

INTO

INTERNATIONAL BIO-SCIENTIFIC CONSULTING, INC., a Florida entity,
P01000072867.

File date: February 19, 2002

Corporate Specialist: Anna Chesnut

SCUDERI & CHILDS
Attorneys and Counselors at Law

ROYAL PALM MALL
983 NORTH COLLIER BOULEVARD
MARCO ISLAND, FLORIDA 34145

REPLY TO: P. O. BOX 109, MARCO ISLAND, FL 34146-0109

SALVATORE C. SCUDERI
DONALD G. CHILDS

TELEPHONE 941 / 394-3166
FAX 941 / 642-5657

November 20, 2001

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gains Street
Tallahassee, FL 32399

RE: Bio-Scientific Consulting, Inc.

Dear Sir:

For the above corporation, enclosed please find for filing the following:

1. Agreement of Merger.
2. Check in the amount of \$35.00 for the filing fee.

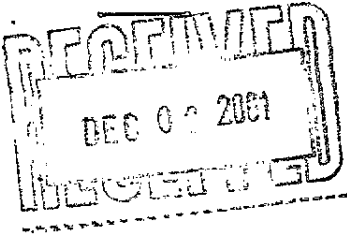
Thank you for your attention to this matter.

Very truly yours,
SCUDERI & CHILDS



Salvatore C. Scuderi
SCS/II

enclosures



COPY

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 2001

SCUDERI & CHILDS
% SALVATORE C. SCUDERI
P.O. BOX 109
MARCO ISLAND, FL 34146-0109

SUBJECT: INTERNATIONAL BIOMEDICAL, INC.
Ref. Number: P96000059803

We have received your document for INTERNATIONAL BIOMEDICAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 301A00063815

ARTICLES OF MERGER

(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Bio-Scientific Consulting, Inc.</u>	<u>Florida</u>

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02 FEB 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Bio-Medical Consultants, Inc.</u>	<u>Vermont authorized to do business in FL</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

OR 01 / 01 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 8/1/01.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 8/1/01.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

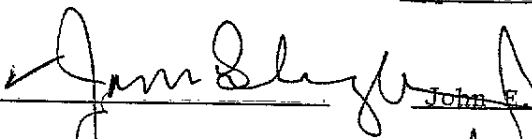
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

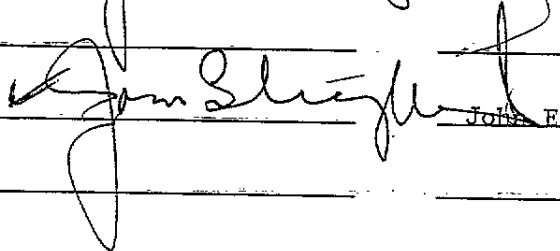
Typed or Printed Name of Individual & Title

International Bio-Scientific
Consulting, Inc.



John E. Craighead, Pres.

International Bio-Medical
Consultants, Inc.



John E. Craighead, Pres.

**Minutes of Special Meeting of Board of Directors of
International Bio-Scientific Consulting, Inc.**

A Special Meeting of the Board of Directors of International Bio-Scientific Consulting, Inc. was held on the 1st of August, 2001 at the principle office of the Corporation, pursuant to Notice duly given in accordance with the Corporation's By-Laws.

The entire membership of the Board was present in person, to wit: John E. Craighead and Cristina Craighead.

The President presented to the meeting an Agreement of Merger and Plan of Merger and Reorganization by and among the Corporation, International Bio-Scientific Consulting, Inc. and International Biomedical Consultants, Inc., a copy of which is attached to these minutes. After full discussion regarding the Agreement of Merger and Reorganization, upon Motion of John E. Craighead duly seconded by Cristina Craighead the following resolutions were unanimously adopted:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation International, International Bio-Scientific Consulting, Inc. and International Biomedical Consultants, Inc., upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Boards is in the best interests of this Corporation and is recommended as acceptable to the stockholders;

FURTHER RESOLVED, That, the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into among this Corporation, International Bio-Scientific Consulting and International Biomedical Consultants, Inc. presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That, the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and under its corporate seal to execute and deliver an Agreement of Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

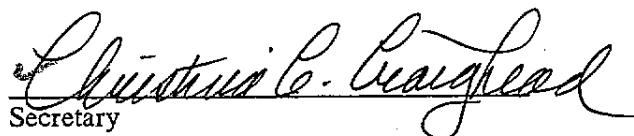
FURTHER RESOLVED, That, the actions of the officers of the Corporation in causing the incorporation of International Bio-Scientific Consulting, Inc., a Florida corporation, with an original capitalization of 100 shares of capital stock with a par value of \$1.00 each, are hereby ratified and approved and the appropriate officers are authorized to give this Corporation's approval of International Bio-Scientific Consulting, Inc. of the Agreement of Merger and Plan of Merger and Reorganization; and

FURTHER RESOLVED, That, the Agreement of Merger and Plan of Merger and Reorganization be submitted to the stockholders of this Corporation at a special meeting of stockholders for the purpose of acting on the Agreement of Merger and Plan of Merger and Reorganization and such other matters as may properly come before such meeting; and that the proper officers of the Corporation be, and they hereby are, authorized and directed to take such action as may

be necessary or desirable to convene such meeting at the earliest practicable date; and

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the stockholders of this Corporation, and of International Biomedical Consultants, Inc., that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida.

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions.


Secretary

**Unanimous Consent of the Board of Directors and of the Sole Shareholder of
International Bio-Scientific Consulting, Inc.**

Unanimous Consent of Board of Directors

The undersigning being all of the Directors of International Bio-Scientific Consulting, Inc. (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of Board of Directors held on the 1st of August, 2001:

RESOLVED, That the Board of Directors of the Corporation hereby determines that the merger of this Corporation with International Biomedical Consultants, Inc., upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the interests of this Corporation and is recommended as acceptable to the Corporation's sole stockholder;

FURTHER RESOLVED, That the form and contents of the draft of the Agreement of Merger and Plan of Merger and Reorganization, to be entered into between this Corporation and International Biomedical Consultants, Inc., presented to this meeting is hereby approved and adopted; and

FURTHER RESOLVED, That the Chairman of the Board, the President, or any Vice President and the Secretary or and Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, That upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the sole stockholder of this Corporation and by the stockholders of International Bio-Scientific Consulting, Inc., that the proper officers of this Corporation be and hereby

are authorized and directed to file a Certificate of Merger in the State of Florida, and such other certified documents as may be necessary or desirable to effectuate the Merger, and

FURTHER RESOLVED, That the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, That this Unanimous Consent be filed in this Corporation's minute books.

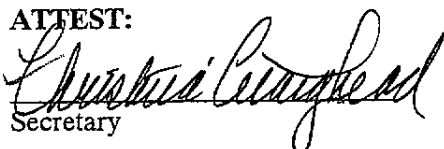
Unanimous Consent of the Sole Shareholder of International Bio-Scientific Consulting, Inc.

The undersigned, being the sole shareholder of International Bio-Scientific Consulting, Inc., a ~~Florida~~ corporation, hereby consents to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholder held on the 1st of August, 2001.

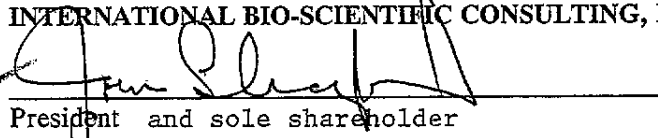
RESOLVED, That the Corporation merge with International Biomedical Consultants, Inc., pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes;

FURTHER RESOLVED, That the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.

ATTEST:


Secretary

INTERNATIONAL BIO-SCIENTIFIC CONSULTING, INC.


President and sole shareholder

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization date the 1st of August, 2001, by and between International Biomedical Consultants, Inc., a ~~VERMONT~~ corporation and International Bio-Scientific Consulting, Inc., a ~~FLORIDA~~ corporation authorized to do business in Florida.

WHEREAS:

1. The Boards of Directors of International Biomedical Consultants, Inc. and International Bio-Scientific Consulting, Inc. have resolved that International Biomedical Consultants, Inc. be merged and pursuant to the General Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, International Bio-Scientific Consulting, Inc., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being

sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of International Bio-Scientific Consulting, Inc. consists of 100 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Common Stock"), of which 100 shares are issued and outstanding;

3. The authorized capital stock of International Biomedical Consultants, Inc. consists of 100 shares of Common Stock with a par value of \$1.00 per share (herein called "Common Stock"), 100 shares of which are issued and outstanding; and

4. The respective Boards of Directors of International Biomedical Consultants, Inc. and International Bio-Scientific Consulting, Inc. have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida that International Biomedical Consultants, Inc. shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into single corporation existing under the laws of the State of Florida, to wit, International Bio-Scientific Consulting, Inc., which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1.1 International Bio-Scientific Consulting, Inc. Stockholder's Meeting. International Bio-Scientific Consulting, Inc. shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption, of this Agreement.

1.2 Action by John E. Craighead as Sole Stockholder of International Bio-Scientific Consulting, Inc., John E. Craighead, sole stockholder of International Bio-Scientific Consulting, Inc., and as the sole stockholder of International Biomedical Consultants, Inc., shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of International Bio-Scientific Consulting, Inc. in accordance with the Business Corporation Law of the Commonwealth of Florida, (b) this Agreement has been adopted by John E. Craighead as the sole stockholder of International Bio-Scientific Consulting, Inc. in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of Florida. Such filings shall be made on the same day. The merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of International

Biomedical Consultants, Inc. shall cease, and International Biomedical Consultants, Inc. shall be merged into International Bio-Scientific Consulting, Inc., which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of International Biomedical Consultants, Inc.; and all and singular, the rights, privileges, powers, and franchises of International Biomedical Consultants, Inc., and all property, real, personal, and mixed, and all debts due to International Biomedical Consultants, Inc. on whatever account, as well for stock subscriptions and all other things in action or belonging to International Biomedical Consultants, Inc., shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interests shall be thereafter as effectually the property of the Surviving Corporation as they were of International Biomedical Consultants, Inc., and the title to any real estate vested by deed or otherwise, under the laws of Florida or Florida or any other jurisdiction, in International Biomedical Consultants, Inc., shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of International Biomedical Consultants, Inc. shall be preserved unimpaired, and all debts, liabilities, and duties of International Biomedical Consultants, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of International Biomedical Consultants, Inc. or the corresponding officers of the Surviving Corporation, may, in the name of International Biomedical Consultants, Inc., execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all International Biomedical Consultants Inc., property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be INTERNATIONAL BIO-SCIENTIFIC CONSULTING, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of International Bio-Scientific Consulting, Inc. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of International Bio-Scientific Consulting, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

All the issued and authorized shares of the new corporation shall be issued to John E. Craighead for exchange of shares of all the old corporation. The manner and basis of converting the shares of the capital stock of International Biomedical Consultants, Inc. and the nature and amount of securities of International Bio-Scientific Consulting, Inc., which the holders of shares of International Biomedical Consultants, Inc. Common Stock are to receive in exchange for such shares are as follows:

3.1 International Biomedical Consultants, Inc. Common Stock. Each one share of International Biomedical Consultants, Inc. Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of International Bio-Scientific Consulting, Inc. Common Stock, and outstanding certificated representing shares of International Biomedical Consultants, Inc. Common Stock shall thereafter represent shares of International Bio-Scientific Consulting, Inc. Common Stock. Such certificated may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificated for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 International Bio-Scientific Consulting, Inc. Common Stock held by International Biomedical Consultants, Inc. All issued and outstanding shares of International Bio-Scientific Consulting, Inc. Common Stock held by International Biomedical Consultants, Inc. immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of International Biomedical Consultants, Inc., if the Board of Directors of International Biomedical Consultants, Inc. or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereto may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by International Biomedical Consultants, Inc. and International Bio-Scientific Consulting, Inc. all on the date first above written.

ATTEST:


Secretary

INTERNATIONAL BIOMEDICAL CONSULTANTS INC.

By: 
President

ATTEST:


Secretary

INTERNATIONAL BIO-SCIENTIFIC CONSULTING, INC.

By: 
President