

PO1000085036

(Requestor's Name)

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(City/State/Zip/Phone #)

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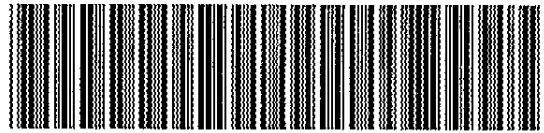
(Business Entity Name)

(Document Number)

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06/27/03--01033--020 **78.75

EFFECTIVE DATE
6/11/03

RECEIVED
JUN 27 PM 12:03
TALLAHASSEE, FLORIDA

FILED
03 JUN 27 PM 5:08
TALLAHASSEE, FLORIDA

CT CORPORATION

June 27, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5882251 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

EPIX XVII, INC. (FL)
Merger (Survivor)
Florida

Please return one (1) certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

EFFECTIVE DATE
7/1/03

ARTICLES OF MERGER
OF
EPIX XVIII, INC.
INTO
EPIX XVII, INC.

FILED
03 JUN 27 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Secretary of State
State of Florida

Pursuant to the Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby execute the following Articles of Merger.

ARTICLE ONE

(a) EPIX XVIII, Inc., a corporation organized and existing under the laws of the state of New Jersey ("XVIII"), shall be merged with and into EPIX XVII, Inc. (No. P01000085036), a corporation organized and existing under the laws of the state of Florida ("XVII"), which is hereinafter designated as the "Surviving Corporation."

(b) The total authorized capital stock of the Surviving Corporation shall be 1,000 shares all of which are of a par value of \$.01 each, and all of which are of the same class.

ARTICLE TWO

The Plan of Merger is attached hereto as Exhibit A (and incorporated herein by reference) (the "Plan of Merger"). The merger shall become effective as of July 1, 2003.

ARTICLE THREE

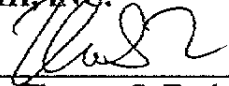
The Plan of Merger was adopted by the Board of Directors of XVIII on June 24, 2003 and unanimously approved by the sole shareholder of XVIII on June 24, 2003. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on June 24, 2003 and unanimously approved by the sole shareholder of the Surviving Corporation on June 24, 2003.

ARTICLE FOUR

All 200 shares of common stock issued and outstanding of XVIII and all 100 shares of common stock issued and outstanding of the Surviving Corporation, respectively, are entitled to vote on the Plan of Merger and the holders of all 200 of such shares of common stock of XVIII and the holders of all 100 of such shares of common stock of the Surviving Corporation, respectively, approved the Plan of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused the Articles of Merger to be executed in its name by a duly authorized officer as of the 26th day of June, 2003.

EPIX XVIII, INC.

By: 
Name: Thomas S. Taylor
Title: Chief Executive Officer and President

EPIX XVII, INC.


By: 
Name: Thomas S. Taylor
Title: Chief Executive Officer and President

Exhibit A

[Attached hereto]

PLAN OF MERGER

This PLAN OF MERGER (the "Plan") dated June 23, 2003, is by and between EPIX XVIII, Inc. ("XVIII") and EPIX XVII, Inc. ("XVII").

WITNESSETH:

WHEREAS, XVIII is a corporation duly organized and existing under the laws of the State of New Jersey;

WHEREAS, XVII is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each of XVIII and XVII have agreed that XVIII shall merge with and into XVII, upon the terms and subject to the conditions and in the manner set forth in this Plan in accordance with the applicable laws of the States of Florida and New Jersey (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants contained in this Plan and in order to consummate the transactions described above, each of XVIII and XVII agrees as follows:

1. XVIII shall be merged with and into XVII as a single corporation, upon the terms and subject to the conditions of this Plan, and XVII shall continue under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"), and each of XVIII and XVII further agrees as follows:

a. The purposes, the registered agent, the address of the registered office and the number of authorized shares of capital stock of the Surviving Corporation shall be as each of the foregoing appears in the Articles of Incorporation, as amended, on file with the Office of the Secretary of State of Florida on the date hereof;

b. The by-laws of XVII in effect on the Effective Date (as hereinafter defined) shall be the by-laws of the Surviving Corporation until such by-laws shall be altered, amended or repealed or until new by-laws are adopted as provided therein;

c. The persons who constitute the Board of Directors of XVII on the Effective Date shall constitute the Board of Directors of the Surviving Corporation; and

d. The persons who constitute the officers of XVII on the Effective Date shall constitute the officers of the Surviving Corporation.

2. The Merger, which shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, shall become effective upon the filing of Articles of Merger with the Office of the Secretary of State of Florida. The date on which the Merger of XVIII with and into XVII becomes effective is the "Effective Date."

3. To the extent applicable and as required by Section 607.1107 of the Florida Business Corporation Act, XVII hereby agrees that it will promptly pay any dissenting shareholders the amount to which they are entitled as dissenting shareholders.

4. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, power, authority and ownership of XVIII and XVII.

5. On the Effective Date, each share of XVIII common stock, par value \$.01 per share, issued and outstanding immediately before the Effective Date, shall be exchanged for \$1.00. Each outstanding share of common stock of XVII issued and outstanding immediately before the Effective Date shall remain issued and outstanding from and after the Effective Date.

6. As soon as practicable after the Effective Date, XVII shall deliver to EPIX IV, Inc. ("Parent"), the sole shareholder of XVIII, the consideration to which Parent shall have become entitled in accordance with this Plan.

7. XVIII and XVII shall each take all appropriate corporate action to comply with the applicable laws of the States of New Jersey and Florida in connection with the contemplated Merger.

8. This Plan is made pursuant to and shall be construed under the laws of the State of Florida and shall inure to the benefit of and be binding upon XVIII and XVII and their respective successors and assigns.

9. This Plan may be executed in multiple original or facsimile counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, XVIII and XVII, acting through their duly authorized officers, representing all parties to this Plan on the date first above written, have signed this Plan of Merger.

EPIX XVIII, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President

EPIX XVII, INC.

By: 

Name: Thomas S. Taylor

Title: Chief Executive Officer and President