

Division of Corporations

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE**THE ANALYTICA GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE ANALYTICA GROUP, LTD., A New Jersey Corporation

INTO

THE ANALYTICA GROUP, INC., a Florida entity, P02000033514

File date: April 5, 2002

Corporate Specialist: Michelle Hodges

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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, Florida Statutes:

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
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The Analytica Group, Inc., a Florida corporation	802-33514
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Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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The Analytica Group, Ltd., a New Jersey corporation	
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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.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on April 2, 2002.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on April 3, 2002.

Seventh: The Articles of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument. The Articles of Merger shall become effective when each party hereto shall have received counterparts hereof signed by all of the parties hereto.

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Eighth: SIGNATURES FOR EACH CORPORATIONName of Corporation SignatureTyped Name & Title

The Analytica Group, Inc. _____

R. Scott Jones
President & CEOThe Analytica Group, Ltd. Steve ArikianSteven Arikian, M.D.
President & CEOThe Analytica Group, Inc. David L. RedmondDavid L. Redmond
Secretary and CFO

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PLAN OF MERGER

Plan Adopted

1.01. A plan of merger of The Analytica Group, Ltd., a New Jersey corporation ("Analytica Ltd", or the "Merging Corporation"), and The Analytica Group, Inc., a Florida corporation ("Analytica Inc", or the "Surviving Corporation"), pursuant to Section 607.214 of the Florida Statutes, Title 14A of the New Jersey Permanent Statutes and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

- (a) Analytica Ltd shall be merged with and into Analytica Inc, to exist and be governed by the laws of the State of Florida.
- (b) The name of the surviving corporation shall be The Analytica Group, Inc.
- (c) When the Articles of Merger shall become effective, the separate corporate existence of Analytica Ltd shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (d) The Surviving Corporation will carry on business with the assets of Analytica Ltd, as well as with the assets of Analytica Inc.
- (e) The shareholders of Analytica Ltd will surrender all of their shares to the Secretary of the Surviving Corporation promptly after the Effective Date, in exchange for shares of the Surviving Corporation to which they are entitled hereunder.
- (f) In exchange for each one (1) share of common stock of Analytica Ltd surrendered by its shareholders, the Surviving Corporation will issue and transfer 73,043.48 shares of Series B Convertible Preferred Stock of Accentia, Inc., a Florida corporation, to such shareholders.
- (g) The shareholders of Analytica Inc will retain their shares as shares of the Surviving Corporation and the shares of the Merging Corporation shall be cancelled.
- (h) The Articles of Incorporation of Analytica Inc, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in Analytica Inc's Articles or as provided by law.

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Effective Date

1.02. The merger shall be treated as effective on the date the Articles of Merger are filed with the Florida Department of State and the Certificate of Merger is presented for filing with the New Jersey Department of Treasury even though the filing date of the Certificate of Merger may be a subsequent date due to issuance of a Tax Clearance Certificate to Analytica Ltd.