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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Esprit Pharma, Inc.

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ARTICLES OF MERGER
OF
METAGEN PHARMACEUTICAL , INC.
(a Florida corporation)
AND
ESPRIT PHARMA, INC.
(a Delaware corporation)

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Metagen Pharmaceutical, Inc., a Florida corporation ("Metagen"), with and into Esprit Pharma, Inc., a Delaware corporation ("Esprit"), as adopted at a meeting by the Board of Directors of Esprit on January 26, 2006.

SECOND: The merger of Metagen with and into Esprit is permitted by the laws of the jurisdiction of organization of Esprit and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Esprit was January 26, 2006.

THIRD: Shareholder approval was not required for the merger.

Executed on this 26th day of January 2006.

ESPRIT PHARMA, INC.

By:

Name: ANTHONY A. PRABO

Capacity: SR. VICE PRESIDENT

PLAN OF MERGER
OF
METAGEN PHARMACEUTICAL, INC.
AND
ESPRIT PHARMA, INC.

1. Esprit Pharma, Inc. ("Esprit"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Metagen Pharmaceutical, Inc. ("Metagen"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Metagen into Esprit pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Esprit.

2. The separate existence of Metagen shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act and Esprit shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Metagen shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the officers of Esprit are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.