

Division of Corporations

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**P03000035069**

Florida Department of State  
Division of Corporations  
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03 APR 10 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**TEAMM PHARMACEUTICALS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

TEAMM PHARMACEUTICALS, INC. a Delaware entity, not qualified in Florida

INTO

**TEAMM PHARMACEUTICALS, INC.**, a Florida entity, P03000035069.

File date: April 10, 2003

Corporate Specialist: Teresa Brown

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## ARTICLES OF MERGER

(Profit Corporations)

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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:

Name                      Jurisdiction

TEAMM Pharmaceuticals, Inc., a Florida corporation

**Second:** The name and jurisdiction of the **merging** corporation:

Name                      Jurisdiction

TEAMM Pharmaceuticals, Inc., a Delaware corporation

**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 March 31, 2003.

**Sixth:** Adoption of Merger by **merging** corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on March 31, 2003.

**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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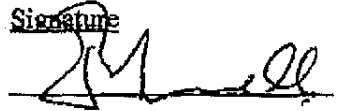
**Eighth: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed Name & Title

TEAMM Pharmaceuticals, Inc.



Francis E. O'Donnell, Jr., M.D.  
President

TEAMM Pharmaceuticals, Inc



Martin G. Baum  
President & CEO

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## PLAN OF MERGER

### Plan Adopted

1.01. A plan of merger of TEAMM Pharmaceuticals, Inc., a Delaware corporation ("TEAMM," or the "Merging Corporation"), and TEAMM Pharmaceuticals, Inc., a Florida corporation (the "Sub," or the "Surviving Corporation"), pursuant to Section 607.1101, 607.1103 and 607.1107 of the Florida Statutes and Section 252(c) of the Delaware General Corporation Law, is adopted as follows:

- (a) TEAMM shall be merged with and into the Sub to exist and be governed by the laws of the State of Florida.
- (b) The name of the surviving corporation shall be TEAMM Pharmaceuticals, Inc.
- (c) When the Articles of Merger shall become effective (the "Effective Time"), the separate corporate existence of TEAMM 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) At the Effective Time, without the need for any further action on the part of any party, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time (the "TEAMM Shares"), will be converted into three shares of the Series D Convertible Preferred Stock of Accentia, Inc., a Florida corporation and the sole shareholder of the Sub ("Accentia" and such shares of its Series D Convertible Preferred Stock, the "Accentia Series D Shares").
- (e) The Surviving Corporation will carry on business with the assets of TEAMM, as well as with the assets of the Sub.
- (f) The shareholders of TEAMM will surrender all certificates representing TEAMM Shares to the Secretary of the Surviving Corporation promptly after the Effective Time, in exchange for certificates representing the Accentia Series D Shares to which they are entitled hereunder.
- (g) Accentia, the sole shareholder of the Sub, will retain its shares as shares of the Surviving Corporation and the shares of the Merging Corporation shall be converted as provided above.

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- (h) The Articles of Incorporation of the Sub, 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 the Sub's Articles or as provided by law.

**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.