

P06000069618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

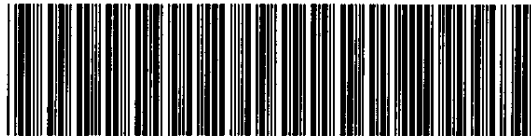
(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:
Mr. Krome authorized by phone to correct the surviving comp. name, it should be one word.

Tewis 12/13/06

Office Use Only



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*Merger
Tewis*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 DEC 11 PM 3:34

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BIORIGENUSA, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael S. Krome, Esq.
(Contact Person)

Michael S. Krome, Esq.
(Firm/Company)

8 Teak Court
(Address)

Lake Grove, NY 11755
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael S. Krome, Esq. At (631) 737-8381
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Michael S. Krome, Esq.

Attorney-at-Law
8 Teak Court
Lake Grove, New York 11755

Tel: (631) 737-8381
Fax: (631) 737-8382
email: mskrome@optonline.net

Cheryl A. Krome
Ronald Krome
Legal Assistants

December 8, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger of BIORIGEN USA, Inc.

Dear Sir or Madam:

Please find annexed hereto an Articles of Merger of a Domestic Corporation into a Foreign Corporation and Plan of Merger.

Please use **24-hour** service and forward the documents to be by overnight delivery to the **address indicated above**, using my **Federal Express Account No.: 275408700**.

Please feel free to contact me if you have any questions.

Very truly yours,


Michael S. Krome

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>	<u>Document Number</u>
BIORIGENUSA, Inc.	Florida	P06000069618

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BIORIGEN USA, Inc.	Delaware	

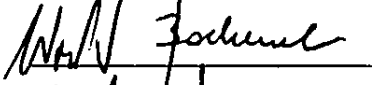
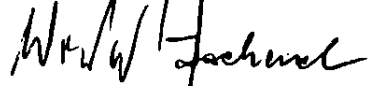
Third: The Plan of Merger is attached.

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 the **surviving** corporation
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 4, 2006.

Sixth: Adoption of Merger by the **merging** corporation
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 4, 2006

Seventh: Signatures for Each Corporation

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Printed Name of Individual & Title</u>
BIORIGENUSA, Inc.,		Wieslaw Bochenek, President
BIORIGEN USA, Inc.		Wieslaw Bochenek, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BIORIGENUSA, Inc.	Florida	P06000069618

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BIORIGEN USA, Inc.	Delaware	

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

For each ONE (1) issued and outstanding share of common stock of BIORIGEN USA, Inc. a Delaware Corporation, the shareholder shall receive ONE (1) share of common stock of BIORIGENUSA, Inc., a Florida Corporation, fully paid and non-assessable