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MERGER OR SHARE EXCHANGE

Gel Tech Solutions, Inc.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

Merger (1a 11.15.06)

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ARTICLES OF MERGER

Pursuant to Section 607.1107 of the Florida Business Corporation Act, Gel Tech Solutions, Inc., a Florida corporation ("Gel Tech-FL"), proposes to merge into GelTech Solutions, Inc., a Delaware corporation ("GelTech-DE"), and in connection therewith, the corporations submit the following:

1. The surviving corporation will be GelTech-DE and the name of the surviving corporation will be GelTech Solutions, Inc., a Delaware corporation. The principal office address of GelTech-DE is 1460 Park Lane South, Suite 1, Jupiter, FL 33458.
2. The Agreement and Plan of Merger (the "Merger Agreement") was entered into on November 7, 2006, by and between Gel Tech-FL and GelTech-DE. A copy of the Merger Agreement is attached hereto as Exhibit A.
3. The Merger Agreement was adopted on November 7, 2006 by the written consent of more than a majority of outstanding shares of capital stock of Gel Tech-FL entitled to vote in accordance with the applicable provisions of the Florida Business Corporation Act (the "Act"). Notice to the other shareholders of Gel Tech-FL has been given in the manner required by the Act.
4. The Merger Agreement was adopted on November 14, 2006 by unanimous consent of the sole stockholder of GelTech-DE in accordance with the applicable provisions of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gel Tech-FL and GelTech-DE have caused their respective corporate names to be signed hereto, by their respective officers, thereunto duly authorized by the respective boards of directors.

GBL TECH SOLUTIONS, INC., a Florida
corporation

By: 
Michael Cordani, President and Chief
Executive Officer

GELTECH SOLUTIONS, INC., a Delaware
corporation


By: 
Michael Cordani, President and Chief
Executive Officer

Exhibit A

**AGREEMENT OF MERGER AND
PLAN OF MERGER AND REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION entered into as of the 14th day of November, 2006, by and between Gel Tech Solutions, Inc., a Florida corporation ("Gel Tech-FL"), and GelTech Solutions, Inc., a Delaware corporation ("GelTech-DE").

WHEREAS, the Board of Directors of Gel Tech-FL and GelTech-DE have resolved that they be merged, pursuant to the Florida Business Corporation Act ("FBCA") and Delaware General Corporation Law ("DGCL"), into a single corporation existing under the laws of the State of Delaware. GelTech-DE shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation");

NOW, THEREFORE, in consideration of the covenants and agreements herein made, and other good and valuable consideration, the adequacy and receipt of which is hereby acknowledged by the parties hereto, the parties agree as follows:

1. Merger. Gel Tech-FL shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into GelTech-DE, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

2. Filings; Effects of Merger.

2.1 Approval by Shareholders of Gel Tech-FL. This Agreement has been approved by written consent by the majority shareholder of Gel Tech-FL and written notice given to the non-consenting shareholders in the manner provided by the applicable laws of the FBCA.

2.2 Filing of Articles of Merger; Effective Date. If this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Merger and shall cause such documents to be filed with the State of Florida and the State of Delaware, respectively, in accordance with the FBCA and the DGCL. The Merger shall become effective on the date on which the Merger becomes effective under the FBCA or the date on which the Merger becomes effective under the DGCL, whichever occurs later, which date is herein referred to as the "Effective Date."

2.3 Certain Effects of Merger. On the Effective Date, the separate existence

of Gel Tech-FL shall cease, and Gel Tech-FL shall be merged into GelTech-DE which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, duties and liabilities of Gel Tech-FL; and all and singular, the rights, privileges, powers, and franchises of Gel Tech-FL, and all property, real, personal, and mixed, and all debts due to Gel Tech-FL on whatever account, as well as stock subscriptions, liens and all other things in action or belonging to Gel Tech-FL, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Gel Tech-FL, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Gel Tech-FL shall be preserved, unimpaired, and all debts, liabilities, and duties of Gel Tech-FL shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Gel Tech-FL or the corresponding officers of the Surviving Corporation, may, in the name of Gel Tech-FL execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Gel Tech-FL's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Directors; Officers

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be GelTech Solutions, Inc.

3.2 Certificate of Incorporation. The Certificate of Incorporation of GelTech-DE in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3.3 Bylaws. The Bylaws of GelTech-DE, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3.4 Directors and Officers. At the Effective Date of the Merger, the members of the board of directors and the officers of Gel Tech-FL in office at the Effective Date of the Merger shall become the members of the board of directors, and the officers, respectively, of the Surviving Corporation, each of such directors and officers to hold office, subject to the applicable provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation and the DGCL, until his or her successor is duly elected or appointed and qualified.

4. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Gel Tech-FL and the nature and amount of securities of GelTech-

DE which the holders of shares of Gel Tech-FL common stock are to receive in exchange for such shares are as follows:

4.1 Gel Tech-FL Common Stock. Each one share of Gel Tech-FL common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of GelTech-DE common stock, and outstanding certificates representing shares of Gel Tech-FL common stock shall thereafter represent shares of GelTech-DE common stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4.2 Options. Each option to acquire shares of the Gel Tech-FL's common stock outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an equivalent option to acquire, upon the same terms and conditions, the number of shares of the Surviving Corporation's common stock, which is equal to the number of shares of the Gel Tech-FL's common stock that the optionee would have received had the optionee exercised such option in full immediately prior to the Effective Date of the Merger (whether or not such option was then exercisable) and the exercise price per share under each of said options shall be equal to the exercise price per share thereunder immediately prior to the Effective Date of the Merger, unless otherwise provided in the instrument granting such option.

4.3 Other Rights. Any other right, including warrants, by contract or otherwise, to acquire shares of the Gel Tech-FL's common stock outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become a right to acquire, upon the same terms and conditions, the number of shares of the Surviving Corporation's common stock which is equal to the number of shares of the Gel Tech-FL's common stock that the right holder would have received had the right holder exercised such right in full immediately prior to the Effective Date of the Merger (whether or not such right was then exercisable) and the exercise price per share under each of said rights shall be equal to the exercise price per share thereunder immediately prior to the Effective Date of the Merger, unless otherwise provided in the agreement granting such right.


5. Abandonment of Merger. At any time before the Effective Date of the Merger (whether it is before or after filing the Articles of Merger), this Agreement of Merger and Plan of Merger and Reorganization may be terminated and the Merger abandoned by the shareholders of Gel Tech-FL.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on the date first above written.

GEL TECH SOLUTIONS, INC., a Florida
corporation

By: 
Michael Cordani, President and Chief
Executive Officer

GELTECH SOLUTIONS, INC., a Delaware
corporation

By: 
Michael Cordani, President and Chief
Executive Officer

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