

P060000141615

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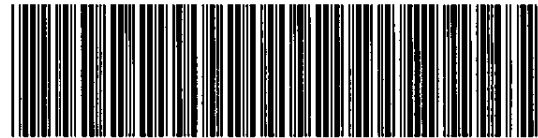
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TALLAHASSEE, FLORIDA

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12/13/06

SQUIRE, SANDERS & DEMPSEY

Requester's Name

215 S. MONROE ST. SUITE 601

Address

TALLAHASSEE 32301 222.2300

City/State/Zip

Phone #

ATTN: ANNETTE RAMSEY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PARTHENON ACQUISITION CORP. P06000141615
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

IF YOU HAVE ANY QUESTIONS
PLEASE CONTACT ELIZABETH GLEATON
AT 222.2300. THANK YOU.



SQUIRE, SANDERS & DEMPSEY L.L.P.

Including

STEEL HECTOR & DAVIS LLP

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Tallahassee, FL 32301-1804

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Direct Dial: +1.850.222.2300

GTimin@ssd.com

December 13, 2006

VIA COURIER

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of (1) Kos Investments, Inc., a Delaware corporation and (2) Kos Holdings, Inc., a Delaware corporation, with and into (3) Parthenon Acquisition Corp., a Florida corporation (Doc. No. P06000141615)

Ladies and Gentlemen:

Enclosed for filing please find manually executed original Articles of Merger for the referenced merger effected pursuant to section 607.1107, Florida Statutes. Also enclosed are (i) a duplicate original of the Articles, which we ask that you date stamp and return to our courier, and (ii) a check in the amount of \$131.25 in payment of (a) the filing fee for the Articles of Merger (three entities @ \$35.00 each) and (b) three (3) certified copies of the Articles of Merger once officially filed (3 @ \$8.785).

Please file the Articles of Merger today, Wednesday, December 13, 2006. Note that Article Fourth of the Articles sets forth the parties' plan of merger in accordance with section 607.1101, Florida Statutes, so that there is no attachment or exhibit to these Articles, and that, per Article Fifth, the merger is to be effective at 5:00 p.m. EST today. Please call me at 222-2300, or email me at gtimin@ssd.com, if you have any questions. Please also let our office manager, Elizabeth Gleaton, know when the certified copies are available to be picked up.

On behalf of both our firm and the parties to the transaction, thank you very much for your attention and assistance.

Division of Corporations
December 13, 2006
Page 2

SQUIRE, SANDERS & DEMPSEY L.L.P.
Including
STEEL HECTOR & DAVIS LLP

Sincerely,

SQUIRE, SANDERS & DEMPSEY L.L.P.

A handwritten signature in black ink, appearing to read "Gary P. Timin", is written over the typed name. The signature is stylized with a large, sweeping loop that extends to the right and then curves back down to the left, crossing over the name.

Gary P. Timin

Encls: Original Articles of Merger for filing
Duplicate original to be date stamped
Check for fees (\$131.25)

TALLAHASSEE/56580.1
10012.00017

**ARTICLES OF MERGER
OF
KOS INVESTMENTS, INC.
AND
KOS HOLDINGS, INC.
WITH AND INTO
PARTHENON ACQUISITION CORP.**

FILED
2006 DEC 13 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger have been duly adopted and are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes:

First: The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Parthenon Acquisition Corp.	Florida	P06000141615

Second: The name and jurisdiction of each merging corporation (each a "Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Kos Investments, Inc.	Delaware
Kos Holdings, Inc.	Delaware

Third: As of the Effective Time (as defined below), each Merging Corporation shall be merged with and into Surviving Corporation and the separate existence of each Merging Corporation shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger.

Fourth: The following Plan of Merger is submitted in accordance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Parthenon Acquisition Corp.	Florida

2. The name and jurisdiction of each Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>
Kos Investments, Inc.	Delaware
Kos Holdings, Inc.	Delaware

3. The terms and conditions of the Merger, in addition to the other terms and conditions set forth in this Article Fourth, are as follows:

(a) At the Effective Time (as defined below), each Merging Corporation will be merged with and into Surviving Corporation, the separate corporate existence of each Merging Corporation shall cease and Surviving Corporation shall continue as the surviving corporation.

(b) The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act with respect to a merger.

4. At the Effective Time, by virtue of the Merger and without any action on the part of Surviving Corporation or either Merging Corporation, the following actions will occur:

(a) each share of common stock of Surviving Corporation, par value \$0.01 per share (a "Share"), issued and outstanding immediately prior to the Effective Time shall remain outstanding; and

(b) all shares of common stock, par value \$0.01 per share, of each Merging Corporation issued and outstanding immediately prior to the Effective Time shall cease to be outstanding, shall automatically be cancelled and shall cease to exist, the holder of all such shares as of such time (the Surviving Corporation) having agreed that there is no benefit to converting such shares into additional shares of the Surviving Corporation.

Fifth: The Merger shall become effective ("Effective Time") at 5:00 p.m. Eastern Time on the date of filing these Articles of Merger with the Florida Department of State.

Sixth: The Plan of Merger was adopted by each Merging Corporation in accordance with the applicable laws of Delaware as follows: (a) (1) by the Board of Directors of Kos Investments, Inc. on December 13, 2006 and (2) by the sole shareholder of Kos Investments, Inc. on December 13, 2006, and (b) (1) by the Board of Directors of Kos Holdings, Inc. on December 13, 2006 and (2) by the sole shareholder of Kos Holdings, Inc. on December 13, 2006.

Seventh: The Plan of Merger was adopted by the Surviving Corporation in accordance with Section 607.1103, Florida Statutes, as follows: (a) by the Board of Directors on December 13, 2006; and (b) by the sole shareholder on December 13, 2006.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of December 13, 2006.

PARTHENON ACQUISITION CORP.

By: Thomas C. Freyman
Thomas C. Freyman
Sole Director, President and Chief Executive Officer

KOS INVESTMENTS, INC.

By: Thomas C. Freyman
Thomas C. Freyman
Sole Director, President and Chief Executive Officer

KOS HOLDINGS, INC.

By: Thomas C. Freyman
Thomas C. Freyman
Sole Director, President and Chief Executive Officer