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**MERGER OR SHARE EXCHANGE**

**PANCAGEN, INC.**

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## ARTICLES OF MERGER OF

**PanCagen, Inc.,  
an Oklahoma corporation**

## WITH AND INTO

**PanCagen, Inc.,  
a Florida corporation**

Pursuant to the provisions of § 607.1105 of the Florida Business Corporation Act (the "FBCA") and for the purpose of effecting the merger (the "Merger") of PanCagen, Inc., an Oklahoma corporation ("PanCagen Oklahoma") with and into PanCagen, Inc., a Florida corporation ("PanCagen Florida" or the "Surviving Corporation"), PanCagen Florida and PanCagen Oklahoma have adopted these Articles of Merger (the "Articles of Merger").

1. The Merger Agreement. The plan and agreement of merger between PanCagen Oklahoma and PanCagen Florida is set forth in the Merger Agreement dated June 4, 2007 (the "Agreement"), a copy of which is attached hereto as Exhibit 1 and incorporated herein by reference as if fully set forth herein. A copy of the Agreement is on file at the offices of PanCagen Florida located at 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486 and will be furnished by PanCagen Florida, on request and without cost, to any shareholder of PanCagen Florida or to any shareholder of PanCagen Oklahoma.

2. Approval By PanCagen Florida. The Agreement was unanimously recommended for approval by the board of directors of PanCagen Florida on June 4, 2007, and was unanimously approved and adopted by the shareholders of PanCagen Florida on June 4, 2007.

3. Approval By PanCagen Oklahoma. The Agreement was unanimously recommended for approval by the board of directors of PanCagen Oklahoma on June 4, 2007, and was unanimously approved and adopted by the shareholders of PanCagen Oklahoma on June 4, 2007.

4. Effective Time. The Merger shall become effective (the "Effective Time") upon the latter of the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Certificate of Merger with the Secretary of State of the State of Oklahoma.

5. Dissenters Rights. PanCagen Florida has agreed to promptly pay to dissenting shareholders, if any, the amount, if any, to which they are entitled under applicable Florida law.

6. Service of Process. On and after the Effective Time, PanCagen Florida agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of PanCagen Florida or PanCagen Oklahoma arising from the Merger.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H07000203782 3)))
- (e.) Florida Bar No. 180595

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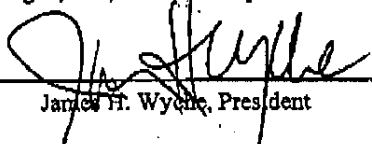
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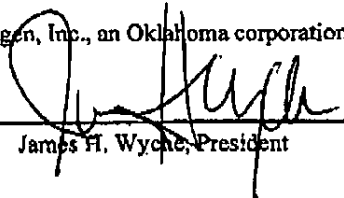
7. Designation of Florida Secretary of State as Agent for Service of Process. On and after the Effective Time, PanCagen Florida irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of PanCagen Florida or PanCagen Oklahoma arising from the Merger. The Florida Secretary of State is requested to mail a copy of any such process to PanCagen Florida at 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486, Attention: James H. Wyche, President.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 4<sup>th</sup> day of June, 2007.

PanCagen, Inc., a Florida corporation

By:   
James H. Wyche, President

PanCagen, Inc., an Oklahoma corporation

By:   
James H. Wyche, President

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c) (561) 361-9300
- (d) ((H07000203782 3)))
- (e) Florida Bar No. 180595

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**Exhibit 1**  
**Agreement of Merger**

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430  
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H07000203782 3)))
- (e.) Florida Bar No. 180595

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated June 4, 2007 (the "Agreement"), is entered into between PanCagen, Inc., a Florida corporation ("PanCagen Florida") and PanCagen, Inc., an Oklahoma corporation ("PanCagen Oklahoma").

### BACKGROUND:

A. PanCagen Florida has an aggregate authorized capital of Four Hundred Million (400,000,000) shares, consisting of Three Hundred Million (300,000,000) shares of common stock, \$.0001 par value per share (the "PanCagen Florida Common Stock"), and One Hundred Million (100,000,000) shares of Preferred Stock (the "PanCagen Florida Preferred Stock"). On June 4, 2007 there were Five Hundred Thousand (500,000) shares of PanCagen Florida Common Stock issued and outstanding and no Shares of PanCagen Florida Preferred Stock issued and outstanding.

B. PanCagen Oklahoma has an aggregate authorized capital of Five Hundred (500) shares, consisting of Five Hundred (500) shares of common stock, \$1.00 par value per share (the "PanCagen Oklahoma Common Stock"), and no shares of Preferred Stock (the "PanCagen Oklahoma Preferred Stock"). On June 4, 2007 there were Five Hundred (500) shares of PanCagen Oklahoma Common Stock and no Shares of PanCagen Oklahoma Preferred Stock issued and outstanding.

C. The respective Boards of Directors of PanCagen Oklahoma and PanCagen Florida believe that the best interests of PanCagen Oklahoma and PanCagen Florida and their respective shareholders will be served by the merger of PanCagen Oklahoma with and into PanCagen Florida under and pursuant to the provisions of this Agreement and the Florida Business Corporation Act (the "Florida Act").

### TERMS:

In consideration of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **Merger.** PanCagen Oklahoma shall be merged with and into PanCagen Florida (the "Merger").
2. **Effective Date.** The Merger shall become effective immediately upon the latter of the filing of the articles of merger (the "Articles of Merger") with the Secretary of State of the State of Florida and the certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Oklahoma.
3. **Surviving Corporation.** PanCagen Florida shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of PanCagen Oklahoma shall cease.
4. **Name of Surviving Corporation.** On the Effective Date, the name of PanCagen Florida shall remain unchanged.
5. **Articles of Incorporation.** The Articles of Incorporation of PanCagen Florida as existing on the Effective Date shall be the Articles of Incorporation of PanCagen Florida immediately following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.
6. **Bylaws.** The Bylaws of PanCagen Florida as they exist on the Effective Date shall be the Bylaws of PanCagen Florida immediately following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.
7. **Board of Directors and Officers.** The members of the Board of Directors and officers of PanCagen Florida immediately prior to the Effective Date shall be members of the Board of Directors and

the officers of PanCagen Florida following the Effective Date, and such persons shall serve in such positions for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. **Outstanding Stock PanCagen Florida Stock.** On the Effective Date, each issued and outstanding share of the PanCagen Florida Common Stock and all rights in respect thereof shall be and remain unchanged.

9. **Conversion of Outstanding PanCagen Oklahoma Stock.** On the Effective Date, each One (1) issued and outstanding share of the PanCagen Oklahoma Common Stock and all rights in respect thereof shall be converted (the "Conversion") into Thirty Nine Thousand (39,000) fully-paid and nonassessable shares of PanCagen Florida Common Stock, and each certificate representing shares of PanCagen Oklahoma Common Stock shall for all purposes be deemed to evidence the ownership of that number shares of PanCagen Florida Common Stock as calculated after giving effect to the Conversion. After the Effective Date, each holder of an outstanding certificate representing shares of PanCagen Oklahoma Common Stock may, at such shareholder's option, surrender the same to PanCagen Florida's registrar and transfer agent for cancellation, and each such shareholder shall be entitled to receive in exchange therefore a certificate(s) evidencing the ownership of the that number of shares of PanCagen Florida Common Stock as are represented by the PanCagen Oklahoma certificate(s) surrendered to PanCagen Florida's registrar and transfer agent, after giving effect to the Conversion.

10. **Stock Options and Warrants.** On the Effective Date, each stock option, stock warrant, and other right to subscribe for or purchase shares of PanCagen Oklahoma Common Stock shall be converted into a stock option, stock warrant, or other right to subscribe for or purchase that number shares of PanCagen Florida Common Stock as calculated after giving effect to the Conversion, and each certificate, agreement, note or other document representing such stock option, stock warrant, or other right to subscribe for or purchase shares of PanCagen Oklahoma Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, or other right to subscribe for or purchase shares of PanCagen Florida Common Stock.

11. **Rights and Liabilities of PanCagen Florida.** On and after the Effective Date and all in the manner of and as more fully set forth in the Florida Act:

(a) the title to all real estate and other property, or any interest therein, owned by each of PanCagen Oklahoma and PanCagen Florida shall be vested in PanCagen Florida without reversion or impairment;

(b) PanCagen Florida shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of PanCagen Oklahoma and PanCagen Florida without reversion or impairment;

(c) PanCagen Florida shall thenceforth be responsible and liable for all the liabilities and obligations of each of PanCagen Oklahoma and PanCagen Florida;

(d) any claim existing or action or proceeding pending by or against PanCagen Oklahoma or PanCagen Florida may be continued as if the Merger did not occur or PanCagen Florida may be substituted for PanCagen Oklahoma in the proceeding;

(e) neither the rights of creditors nor any liens upon the property of PanCagen Oklahoma or PanCagen Florida shall be impaired by the Merger; and

(f) PanCagen Florida shall indemnify and hold harmless the officers and directors of each of the parties to this Agreement against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. **Termination.** This Agreement may be terminated and abandoned by action of the respective Boards of Directors of PanCagen Oklahoma and PanCagen Florida at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties to this Agreement.

13. **Amendment.** The Boards of Directors of PanCagen Oklahoma and PanCagen Florida may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of PanCagen Oklahoma or PanCagen Florida shall not:

- (a) change the amount or kind of shares, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the parties hereto;
- (b) change any term of the Articles of Incorporation of PanCagen Florida; or
- (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either PanCagen Oklahoma and PanCagen Florida.

14. **Registered Office.** The registered office of PanCagen Florida in the State of Florida is E.H.G. Registered Agents, Inc., 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486.

15. **Inspection of Agreement.** Executed copies of this Agreement will be on file at the principal place of business of PanCagen Florida at 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486. A copy of this Agreement shall be furnished by PanCagen Florida, on request and without cost, to any shareholder of either PanCagen Oklahoma or PanCagen Florida.

16. **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

17. **Service of Process.** On and after the Effective Date, PanCagen Florida agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of PanCagen Oklahoma or PanCagen Florida arising from the Merger.

18. **Designation of Florida Secretary of State as Agent for Service of Process.** On and after the Effective Date, PanCagen Florida irrevocably appoints the Secretary of State of Florida as its agent to accept service of process solely in connection with any suit or other proceeding to enforce the rights of any shareholders of PanCagen Oklahoma or PanCagen Florida arising from the Merger. The Florida Secretary of State is requested to mail a copy of any such process to PanCagen Florida at 5100 Town Center Circle, Suite 430, Boca Raton, Florida 33486, Attention: James H. Wyche, President.

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement to be executed as of the date first written above.

PanCagen Florida, a Florida corporation

By: 

James H. Wyche, President

PanCagen Oklahoma, a Florida corporation

By: 

James H. Wyche, President