

P13000002289

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**MERGER OR SHARE EXCHANGE
PHARMASPHERE, INC.**

Certificate of Status	0
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Merger

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ARTICLES OF MERGER
(Profit Corporations)

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TALLAHASSEE, FLORIDA

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> (If known/ applicable)
<u>Pharmasphere, Inc.</u>	<u>Florida</u>	<u>P13000002289</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Pharmasphere, Inc.</u>	<u>New Jersey</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
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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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Pharmosphere, Inc. (NJ)

✱

Joseph M. Pizza, President

Pharmasphere, Inc. (FL)

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Joseph M. Pizza, 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:

Name

Jurisdiction

Pharmasphere, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pharmasphere, Inc.

New Jersey

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

(a) On the Effective Date of the Merger, the Certificate of Incorporation of Pharmasphere, Inc. (Florida) shall become the Certificate of Incorporation of the Surviving Corporation.

(b) On the Effective Date of the Merger, the by-laws of Pharmasphere, Inc. (Florida) shall become the by-laws of the Surviving Corporation.

(c) The names and addresses of the persons who shall constitute the Board of Directors of the Surviving Corporation on the Effective Date of the Merger shall be the same as shall constitute the Board of Directors of the Surviving Corporation immediately prior to the Effective Date.

(d) The names and titles of the first officers of the Surviving Corporation, who shall hold office from the Effective Date in accordance with the By-Laws and until their respective successors shall have been elected and shall have qualified, shall be the same as the officers of Pharmasphere, Inc. (Florida) immediately prior to the Merger.

(e) The Effective Date shall mean the close of business on the date the Articles of Merger, required by the provisions of Section 607.1105 of the Florida Business Corporation Act shall have been filed in the office of the Florida Department of State.

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:

On the Effective Date, each share of stock of Pharmasphere, Inc. (NJ) which shall be issued and outstanding prior to the Effective Date shall, by virtue of the merger, automatically be cancelled and the then outstanding shares of Pharmasphere, Inc. (Florida) shall thereupon constitute the sole outstanding stock of the surviving Corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: