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LOS ANGELES, CALIFORNIA 90067-4703

REPLY TO: POST OFFICE BOX  
NEWPORT BEACH

FILE NO. 02-502

P930000017762

May 25, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300004334293--7  
-05/30/01--01053--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Corporations  
Vitalife, Inc. and Lawrence Tabak, Inc.

To Whom It May Concern:

Enclosed please find one original plus one copy of the Articles of Merger and the Plan of Merger attached thereto. Please file the Articles of Merger and return the enclosed copy with filing stamp, to this office in the enclosed envelope for our records. Also, enclosed is our check in the amount of \$70.00.

If you have any questions with regard to this matter, please contact this office.

Very truly yours,

RESNICK & GRAY  
A Partnership of Law Corporations

By: Richard M. Blumenthal  
RICHARD M. BLUMENTHAL

RMB:la  
Enclosure

cc: Lawrence Tabak (without enclosures)

P930000017762  
Merger on  
14 pages  
5-30-01

FILED  
MAY 30 PM 12:08  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING:

LAWRENCE TABAK, INC., a Florida entity, #V44209.

INTO

**VITALIFE INC.**, a Florida entity, P93000017762.

File date: May 30, 2001

Corporate Specialist: Carol Mustain

# **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, F.S.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

VITALIFE, INC.

Florida

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

Name

Jurisdiction

LAWRENCE TABAK, INC.

Florida

01 MAY 30 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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 in the future.)

**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 May 24 2001

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 May 24 2001

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)

NO	NO. OF	CONCENTRATION
	TESTS	IN
1000	10	1000

Signature

Typed or Printed Name of Individual & Title



LAWRENCE TABAK, President

X

LAWRENCE TABAK, President

**PLAN OF MERGER**  
(Non Subsidiaries)

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

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

VITALIFE, INC.

Florida

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

Name

Jurisdiction

LAWRENCE TABAK, INC.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

See Plan of Merger attached hereto.

**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:

See Plan of Merger, Section 3.2, attached hereto.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

FILED  
01 MAY 30 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

### I

#### PARTIES

THIS PLAN OF MERGER (the "Plan") is dated May 15, 2001, for identification purposes only and is entered into by and between LAWRENCE TABAK, INC., a Florida corporation (the "Disappearing Corporation") and VITALIFE, INC., a Florida corporation (the "Surviving Corporation"). The corporations together are sometimes collectively referred to herein below as the "Constituent Corporations."

### II

#### RECITALS

2.1 Disappearing Corporation. Disappearing Corporation is duly organized, existing and in good standing under the laws of the State of Florida. It has seven thousand (7000) shares of authorized common capital stock, of which one thousand (1000) shares are issued and outstanding in the name of its sole shareholder LAWRENCE TABAK.

2.2 Surviving Corporation. Surviving Corporation is duly organized, existing and in good standing under the laws of the State of Florida. It has one hundred (100) shares of authorized common capital stock of which ninety (90) shares are issued and outstanding, in the name of its sole shareholder, LAWRENCE TABAK.

2.3 Plan of the Boards of Directors. The Board of Directors of the Constituent Corporations deem it in the best

interests of the corporations and their shareholders that Disappearing Corporation be merged with Surviving Corporation in accordance with Sections 607.1101, et seq. of the Florida Business Corporations Act. By their concurrent execution of actions taken, the Boards hereby adopt on behalf of their corporations the plan of reorganization set forth in this Plan of Merger.

### III

#### TERMS AND CONDITIONS

3.1 Merger. As of the "Effective Date" as defined in Section 3.6 hereinbelow, Disappearing Corporation shall be merged with Surviving Corporation, which shall survive the merger. Disappearing Corporation's separate existence shall cease on the Effective Date of the merger. Without any other transfer or documentation, on the Effective Date of the merger, Successor Corporation shall (i) succeed to all of Disappearing Corporation's rights and property; and (ii) be subject to all Disappearing Corporation's liabilities and obligations. Notwithstanding the above, after the Effective Date the Surviving Corporation's proper officers and directors may perform any acts necessary or desirable to vest or confirm Surviving Corporation's possession of and title to any property or rights of Disappearing Corporation, or otherwise carry out the purposes of this Plan, including without limitation the execution and delivery of deeds, assurances, assignments or other instruments.

3.2 Conversion of Shares. By virtue of the merger and without any action by any shareholder, upon the Effective Date each

share of capital stock of Disappearing Corporation outstanding immediately prior to the Effective Date shall be converted into point zero zero five (.005) fully paid and nonassessable shares of Surviving Corporation's common stock, such that LAWRENCE TABAK, the sole shareholder of Disappearing Corporation shall receive five (5) shares of Surviving Corporation's common stock in exchange for his one thousand (1000) shares of Disappearing Corporation's common stock. No fractional shares of Surviving Corporations shall be issued. The shares of Surviving Corporation outstanding immediately prior to the merger shall not be changed by reason of the merger.

3.3 Stock Certificates. On or after the Effective Date, all of Disappearing Corporation's outstanding stock certificates shall be deemed to represent ownership of Surviving Corporation's shares into which Disappearing Corporation's shares have been converted (as provided above). The holder of such certificates must surrender them to the Surviving Corporation in whatever manner it may legally require. On receipt thereof, Surviving corporation shall issue and exchange certificates for shares of its common stock representing the number of shares to which the holder is entitled as provided above. Pending the surrender and exchange of certificates, the registered owner on Disappearing Corporation's books of any outstanding stock certificate shall be entitled to exercise all voting and other rights, and receive any dividends payable, with respect to the shares of Surviving Corporation represented by the certificates (as provided above).

3.4 No Changes in Articles of Incorporation and Bylaws.

Surviving Corporation's Articles of Incorporation as amended and in effect on the Effective Date shall continue to be its Articles of Incorporation without change as a result of the merger.

3.5 Officers and Directors. Surviving Corporation's officers and directors shall continue and remain as such after the Effective Date for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

3.6 Effective Date. Provided this Plan is not abandoned, the Effective Date of the merger (the "Effective Date") shall be at the close of business on the date when Articles of Merger (with this Plan of Merger attached) is duly filed in the office of the Florida Secretary of State in accordance with Sections 607.1101, et seq., of the Florida Business Corporations Act.

3.7 Abandonment of Merger. Any time prior to the Effective Date, this merger may be abandoned without further obligation or liability by action of the board of directors of either of the Constituent Corporations, notwithstanding approval of the merger by their shareholders.

IV

MISCELLANEOUS

4.1 Amendment. This Plan may be modified or amended only by and to the extent of the written Plan of the parties.

4.2 Successors. This Plan shall be binding upon and shall inure to the benefit of the successors, assigns, heirs, and personal representatives of the parties.

4.3 Entire Plan. This Plan contains the entire Plan between the parties relating to the subject matter contained herein.

4.4 Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

4.5 Executed Counterparts. This Plan may be executed in one or more counterparts, all of which taken together, shall constitute a single Plan.

4.6 Section Headings. The various section headings are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

4.7 Severability. If any term, provision, covenant, or condition of this Plan is held by court of competent jurisdiction to be invalid, void, or unenforceable, the remainder of the provisions hereof shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

[REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREFORE, the parties hereto have executed this Plan by their respective duly authorized officers, as of the dates set forth opposite their names below.

**DISAPPEARING CORPORATION:**

LAWRENCE TABAK, INC. a Florida corporation

Dated: May 24, 2001

BY:   
LAWRENCE TABAK, President and Secretary

**SURVIVING CORPORATION:**

VITALIFE, INC., a Florida corporation

Dated: May 24, 2001

BY:   
LAWRENCE TABAK, President and Secretary

**CERTIFICATE OF APPROVAL OF PLAN OF MERGER**

LAWRENCE TABAK certifies that:


1. I am the President and Secretary, of LAWRENCE TABAK, INC.  
a Florida corporation (the "Corporation").

2. The Plan of Merger in the form attached was duly approved  
by the Board of Directors of the Corporation.

3. The Corporation has only one class of shares and the total  
number of outstanding shares is one thousand (1,000). The principal  
terms of the Plan of Merger were approved by the vote of a number of  
shares which equaled or exceeded the vote required. The percentage  
vote required is more than 50%.

I further declare under penalty of perjury under the laws of  
the State of Florida that the matters set forth in this certificate  
are true and correct of my own knowledge.

Dated: May 24, 2001

  
\_\_\_\_\_  
LAWRENCE TABAK, President and  
Secretary

**CERTIFICATE OF APPROVAL OF PLAN OF MERGER**

LAWRENCE TABAK certifies that:

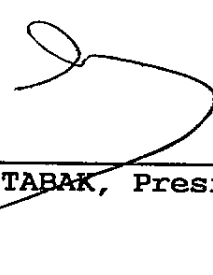
1. I am the President and Secretary, of VITALIFE, INC., a Florida corporation (the "Corporation").

2. The Plan of Merger in the form attached was duly approved by the Board of Directors of the Corporation.

3. The Corporation has only one class of shares and the total number of outstanding shares is ninety (90). The principal terms of the Plan of Merger were approved by the vote of a number of shares which equaled or exceeded the vote required. The percentage vote required is more than 50%.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: May 24, 2001

  
\_\_\_\_\_  
LAWRENCE TABAK, President and Secretary