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June 19, 1997

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**Via UPS Next Day Air**

Corporate Records Bureau  
Division of Corporations - Amendment Section  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Cygnet Laboratories, Inc.  
Medication Management Technologies, Inc.

300002218833--5  
-06/20/97--01103--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Merger for the above-referenced corporations. Please file the original and certify and return the copy to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee for each corp. @ \$35.00	\$70.00
2.	Certified Copy of Articles of Merger	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

RB/rh  
enclosures

Cygnet Laboratories, Inc.  
Medication Management Technologies, Inc.

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CYGNET LABORATORIES, INC., a California corporation not qualified in the  
State of Florida

INTO

MEDICATION MANAGEMENT TECHNOLOGIES, INC., a Florida corporation,  
P94000003932

File date: June 20, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER OF  
CYGNET LABORATORIES, INC.,  
a California corporation  
into  
MEDICATION MANAGEMENT TECHNOLOGIES, INC.,  
a Florida corporation

ARTICLES OF MERGER between Cygnet Laboratories, Inc., a California corporation ("Cygnet") and Medication Management Technologies, Inc., a Florida corporation ("MMT").

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), Cygnet and MMT adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated April 24, 1997 ("Plan of Merger") between Cygnet and MMT was approved and adopted by the shareholders of Cygnet on April 24, 1997 and was approved and adopted by the shareholders of MMT on April 24, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Cygnet's stock will be acquired by means of a merger of Cygnet into MMT, with MMT the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands as of the 24 day of April, 1997

Cygnet Laboratories, Inc.  
a California corporation

By: William A. Joy  
President

Medication Management Technologies, Inc.,  
a Florida corporation

By: Todd E. Sigel  
President

## PLAN OF MERGER

Merger between Medication Management Technologies, Inc. (the "Surviving Corp.") and Cygnet Laboratories, Inc. (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with § 607.1101, et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock and preferred stock Classes A, B and C that shall be issued and outstanding at that time shall be exchanged for the cash consideration reflected on Exhibit 1 annexed hereto. All common stock and preferred stock Classes A, B and C of Disappearing Corp. shall be cancelled. Any shareholders of Disappearing Corp. who do not consent to the merger shall be given written notice of their dissenter's rights in accordance with Section 1300 *et seq.* of the California Corporations Code. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. Stock.

3. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

4. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a party, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date."

6. Filing with the California Secretary of State. Also upon Closing, a certified copy of

the Articles of Merger shall be delivered for filing by Surviving Corp. to the California Department of State pursuant to § 1108(d) of the California Corporations Code.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

## EXHIBIT 1 TO PLAN OF MERGER

### Common Stock

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Consideration</u>
The Long Family Trust	1,500,000	\$ 15.00
W. Dennis McIntosh	920,000	9.20

### Preferred Stock - Series "A"

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Consideration</u>
The Long Family Trust	3,204,500	\$ 32.05
Centura Investments, Inc.	188,500	1.89
The Thomson Revocable Living Trust	188,500	1.89
Sean Long	75,400	.75
The Brereton Family Trust	37,700	.38
David B. Long	75,400	.75

### Preferred Stock - Series "B"

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Consideration</u>
The Long Family Trust	484,666	\$ 4.84
Medical Marketing/CareMed, Inc.	59,735	.59
Medical Marketing/CareMed, Inc. Profit Sharing Retirement Trust	101,357	1.01
Alfred V. Reuter	20,000	.20
David Atkinson	34,546	.34
John Harker	7,500	.08
Gladys McIntosh	50,000	.50

### Preferred Stock - Series "C"

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Consideration</u>
The Long Family Trust	1,100,000	\$11.00