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AME: MERGER SUBSIDIARY, INC.

AUDIT NUMBER.....H97000007492

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MERGER SUBSIDIARY, INC., a Florida corporation, P97000038791

INTO

RAINBOW PEDIATRICS, INC., a Florida corporation, P94000033385.

File date: May 6, 1997

Corporate Specialist: Steven Harris

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**ARTICLES OF MERGER OF
MERGER SUBSIDIARY, INC.**

INTO

RAINBOW PEDIATRICS, INC.

Pursuant to the provisions of the Florida General Corporation Act, the corporations described herein, desiring to effect a merger, set forth the following facts.

ARTICLE I

The name of the corporation surviving the merger is:

Rainbow Pediatrics, Inc.

The name of the surviving corporation has not been changed as a result of the merger.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in Florida on May 3, 1994.

ARTICLE III

The name of the non-surviving corporation is:

Merger Subsidiary, Inc.

The non-surviving corporation is a domestic corporation, incorporated in Florida on May 1, 1997.

ARTICLE IV

The Plan of Merger containing the information required by the Florida General Corporation Act is, as follows:

Pursuant to the terms and conditions of the merger, Merger Subsidiary, Inc. ("Merger Subsidiary") shall be merged with and into Rainbow Pediatrics, Inc. ("Rainbow

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Pediatrics") as permitted by and in accordance with the Florida General Corporation Act. After the merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Rainbow Pediatrics shall continue unaffected and unimpaired by the merger and the corporate franchises, existence and rights of Merger Subsidiary shall be merged into Rainbow Pediatrics, as the "Surviving Corporation", shall be fully vested therewith. The separate existence of Merger Subsidiary shall cease, and the Surviving Corporation shall possess all of the rights privileges, powers and franchises of a public or private nature, and shall be subject to all of the restrictions, disabilities, and duties of Merger Subsidiary, and all and singular, the rights, powers and franchises and all property, real, personal and mixed, and all debts due on whatever account, including stock subscriptions, and all other things in action and all and every other interest of or belonging to or due on whatever account, including stock subscriptions, and all other things in action, and all and every other interest of or belonging to or due to Merger Subsidiary, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Merger Subsidiary; and the title to any real estate, or interest therein, whether by deed or otherwise, under the laws of the State of Florida vested in either of said corporations, shall not revert or be in any way impaired by reason of the merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Merger Subsidiary, and any claim existing or action or proceeding pending by or against Merger Subsidiary may be prosecuted by either of them or the Surviving Corporation as if the merger had not taken place, except for actions subject to the terms and conditions of the Indemnification Agreement. Neither the rights of creditors nor any liens upon the property of Merger Subsidiary shall be impaired by the merger, and all debts, liabilities and duties of each of said corporation shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

At the effective time of the merger, each outstanding share of Merger Subsidiary's common capital stock shall, without any action on the part of the holder thereof, be converted into one (1) share of the common stock of Rainbow Pediatrics. Each outstanding share of Rainbow Pediatrics common stock shall, without any action on the part of the holder thereof, be converted into one (1) share of the Surviving Corporation.

ARTICLE V

Pursuant to the manner prescribed by the Florida General Corporation Act, the Plan of Merger was adopted, the Merger Agreement was executed, and all other necessary corporate actions were taken by the Board of Directors of the Surviving Corporation as of May 2, 1997.

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Pursuant to Section 607.1103(7), action by the shareholders of the Surviving Corporation with respect to the Plan of Merger was not required.

ARTICLE VI

The non-surviving corporation adopted the Plan of Merger, executed the Merger Agreement and took all other necessary shareholder actions by the written consent of its sole shareholder as of May 2, 1997.

ARTICLE VII

These Articles of Merger will be effective upon filing.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of May 5, 1997.

MERGER SUBSIDIARY, INC.

By: Larry Kaplan
Larry Kaplan, President

Attest: Wang J. Li

RAINBOW PEDIATRICS, INC.

By: Roberto Novo
Roberto Novo, President

Attest: M. J. Z.

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STATE OF New York)
) :ss
 COUNTY OF Suffolk)

I HEREBY CERTIFY that the foregoing Articles of Merger was acknowledged before me on this day by Larry Kaplan, who is personally known to me or who produced his _____ as identification, and who did take an oath.

WITNESS, my hand and Official Seal in the County and State aforesaid on this 5 day of May, 1997.

My Commission expires:

STANLEY A. KAPLAN
 Notary Public, State of New York
 No. 82-4678580
 Qualified in Suffolk County
 Commission Expires June 30, 1998

Stanley A. Kaplan
 Notary Public, State of New York

STATE OF Florida)
) :ss
 COUNTY OF Dade)

I HEREBY CERTIFY that the foregoing Articles of Merger was acknowledged before me on this day by Roberto Novo, who is personally known to me or who produced his _____ as identification, and who did take an oath.

WITNESS, my hand and Official Seal in the County and State aforesaid on this 6th day of May, 1997.

My Commission expires:

Roberto Novo
 Notary Public, State of
FLORIDA



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