

P9500000 2245

Sunstate Research

Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gel Tech Group Inc (DELAWARE)
(Corporation Name) (Document #)
2. merging into merger
(Corporation Name) (Document #)
3. GelTech Group, Inc (Florida)
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

VED

☒ Walk in

☐ Mail out

☐ Pick up time _____

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

FILED
98 DEC 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****78.75 *****78.75

12/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEL TECH GROUP, INC., a Delaware corporation not authorized to transact
business in Florida

INTO

GELTECH GROUP, INC., a Florida corporation, P95000002245

File date: December 30, 1998

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

of

GEL TECH GROUP, INC.
(a Delaware corporation)

into

GELTECH GROUP, INC.
(a Florida corporation)

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporations Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into the undersigned domestic corporation (the "Merger") and provide that:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
GelTech Group, Inc.	Florida
Gel Tech Group, Inc.	Delaware

GelTech Group, Inc. is the surviving corporation.

2. The laws of the State of Florida, under which GelTech Group, Inc. is organized, permit merger.
3. The name of the surviving corporation is GelTech Group, Inc., and it is to be governed by the laws of the State of Florida.
4. The Plan of Merger, a copy of which is attached as Exhibit A hereto, was approved by the sole shareholder of the undersigned domestic corporation on December 8, 1998, in the manner prescribed by the Florida Business Corporation Act. There are no dissenting shareholders of the undersigned domestic corporation.
5. The Plan of Merger dated as of December 8, 1998 between the undersigned domestic and foreign corporations was approved by the sole shareholder

of the undersigned foreign corporation on December 8, 1998 in the manner prescribed by the General Corporation Law of the State of Delaware.

6. The Merger shall become effective at the time that is the later of (i) when these Articles of Merger are filed by the Department of State of the State of Florida, or (ii) when these Articles of Merger are filed by the Department of State of the State of Delaware (such time, the "Effective Time").
7. The Articles of Incorporation of the surviving corporation, GelTech Group, Inc., shall continue to be the Articles of Incorporation of the surviving corporation following the Effective Time.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of GelTech Group, Inc. and Gel Tech Group, Inc. by their authorized officers on December 23, 1998.

GELTECH GROUP, INC., a Florida corporation

By: David Holzer
David Holzer, President

GEL TECH GROUP, INC., a Delaware corporation

By: David Holzer
David Holzer, President

Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (hereinafter called this "Plan") dated as of December 8, 1998 between GEL TECH GROUP, INC., a Delaware corporation ("Gel Tech Delaware"), and GELTECH GROUP, INC., a Florida Corporation ("the Company").

1. The Merger. Upon the terms and subject to the conditions set forth in this Plan, at the Effective Time (as defined in Paragraph 2) Gel Tech Delaware (sometimes hereinafter referred to as the "Absorbed Corporation") shall be merged with and into the Company and the separate corporate existence of Gel Tech Delaware shall thereupon cease (the "Merger"). The Company shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and shall succeed to all the rights, privileges, immunities, powers, franchises, and property of the Absorbed Corporation, without the need for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the Merger.

2. Effective Time. The Merger shall become effective at the time that is the later of when the Delaware Secretary accepts for record the Delaware Articles of Merger or when the Florida Secretary accepts for record the Florida Articles of Merger, or at such later time agreed by the parties and established under the Articles of Merger (such time as the Merger becomes effective, the "Effective Time").

3. Effect on Capital Stock. At the Effective Time, each Share of Common Stock issued by or in the treasury of Gel Tech Delaware shall be canceled and retired without payment of any consideration therefor.

4. The Articles of Incorporation. The Articles of Incorporation of the Company as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation until duly amended as provided therein or by applicable law.

5. The Bylaws. The Bylaws of the Company as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until duly amended as provided therein or by applicable law.

6. Directors and Officers. The Officers and Directors of the Company immediately prior to the Effective Time shall continue to serve as the officers and directors of the Surviving Corporation

for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Prohibited Transactions. Neither of the constituent corporations shall, prior to the Effective Time, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all actions necessary or appropriate under the applicable laws of the States of Florida and Delaware to consummate this Merger.

8. Approval by Shareholders. This plan shall be submitted for approval of the shareholders of the constituent corporations in the manner provided under the applicable laws of the States of Florida and Delaware at meetings to be held on or before December 23, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. Abandonment of Merger. This Plan may be abandoned by action of the board of directors of either constituent corporation at any time prior to the Effective Time if the Merger is not approved by the stockholders of either corporation on or before December 23, 1998.

10. Execution of Agreement. This Plan may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with the corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

GEL TECH GROUP, INC., a Delaware Corporation

By:

David Holzer
David Holzer, president

Attest:

Rona Holzer
Rona Holzer, secretary

GELTECH GROUP, INC., a Florida Corporation

By:

David Holzer
David Holzer, president

Attest:

Rona Holzer
Rona Holzer, secretary