

B R U C E B R A S H E A R

C o u n s e l o r A t L a w

920 N.W. 8th Avenue, Suite A  
Gainesville, FL 32601  
voice: 352/336-0800  
fax: 352/336-0505  
e-mail: bruce@afn.org

P95000035257

April 16, 1998

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-04/17/98--01063--016  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Secretary of State  
Division of Corporations  
Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Merger of EQUITECH LABORATORIES, INC. (Florida)  
with and into EQUITECH LABORATORIES, INC. (Delaware)

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Merger for the above-referenced Florida corporation.

Also enclosed, please find our check in the amount of \$122.50 representing the following:

Filing Fee (\$35.00 per corporation)	\$ 70.00
Certified Copy of Articles of Merger	52.50

Please advise should you require further information.

Sincerely,

  
\_\_\_\_\_  
Carrie Fagan, Legal Assistant  
to Bruce Brashear, Esq.

Enclosures

FILED  
98 APR 27 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
W  
TLL APR 29 1998

**BRUCE BRASHEAR**

*Counselor At Law*

920 N.W. 8<sup>th</sup> Avenue, Suite A  
Gainesville, Florida 32601

**TRANSMITTAL MEMORANDUM**

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DATE: 04/27/98  
TO: THELMA LEWIS, Corporate Specialist Supervisor  
COMPANY: FLORIDA DEPARTMENT OF STATE  
FROM: Carrie Fagan, Legal Assistant

RE:

Pursuant to your letter of April 22, 1998, enclosed please find Articles of Merger in re:  
EQUITECH LABORATORIES INCORPORATED, corrected as instructed. Please advise  
immediately should you require further information. Thank you.

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EQUITECH LABORATORIES INCORPORATED, a Florida corporation,  
P95000035257.

INTO

EQUITECH LABORATORIES, INC., a Delaware corporation not qualified in  
Florida

File date: April 27, 1998

Corporate Specialist: Thelma Lewis



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 22, 1998

CARRIE FAGAN, LEGAL ASSISTANT  
BRUCE BRASHEAR, COUNSELOR AT LAW  
920 N.W. 8TH AVENUE, SUITE A  
GAINESVILLE, FL 32601

SUBJECT: EQUITECH LABORATORIES INCORPORATED  
Ref. Number: P95000035257

COPY

We have received your document for EQUITECH LABORATORIES INCORPORATED and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 898A00021776

FILED  
98 APR 27 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

### ARTICLES OF MERGER of EQUITECH LABORATORIES INCORPORATED, a

Florida corporation, and EQUITECH LABORATORIES, INC., a Delaware corporation, dated April 14, 1998.

#### I. Plan of Merger.

1. **Name.** The name of each constituent corporation is as follows: EQUITECH LABORATORIES INCORPORATED (the "Florida Corporation") and EQUITECH LABORATORIES, INC. (the "Delaware Corporation"). The Florida Corporation will be merged into the Delaware Corporation. The name of the surviving corporation is EQUITECH LABORATORIES, INC.

2. **Terms and Conditions.** Anything herein or elsewhere to the contrary notwithstanding, the merger shall not be made effective if prior to the effective date of the merger:

(a) The Boards of Directors of the Florida Corporation and the Delaware Corporation elect that it shall not be made effective; or

(b) The holders of more than one-half of the common shares of either corporation have objected to the merger; or

(c) Satisfactory arrangements have not been made for exchanging the outstanding shares of the Florida Corporation for common shares of the Delaware Corporation at, or prior to, the effective date of the merger.

3. **Treatment of Shares of Constituent Corporations.** The manner of converting the shares of the Florida Corporation into shares of the Delaware Corporation is as follows:

(a) On the effective date of the merger, each common share of the \$1.00 par value stock of the Florida Corporation which shall be issued and outstanding shall be converted into one thousand (1,000) common shares of the Delaware Corporation.

(b) Upon the effective date of the merger, each holder of an outstanding certificate of certificates theretofore representing common shares of the Florida Corporation shall surrender the same to the Delaware Corporation. Such holder shall be entitled upon such surrender to receive a certificate or certificates representing the full number of common shares of the Florida Corporation into which the common shares of the Delaware Corporation theretofore represented by such certificates shall have been converted. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented common shares of the Florida Corporation, shall be deemed for all corporate purposes, other than payment of dividends, to evidence ownership of the common shares of the Delaware Corporation into which such shares shall have been converted.

## **II. Approval of Plan of Merger**

1. **Corporate Formalities.** The foregoing Plan of Merger was approved in accordance with the Articles of Incorporation as the same may have been amended as of the date of such approval of each corporation.

2. **Approval of Equitech Laboratories Incorporated (Florida).** Effective April 14, 1998, the Board of Directors and Shareholders of Equitech Laboratories Incorporated adopted the Plan of Merger by unanimous consent.

3. **Approval of Equitech Laboratories, Inc. (Delaware).** Effective April 14, 1998, the Board of Directors and Shareholders of Equitech Laboratories, Inc. adopted the Plan of Merger by unanimous consent.

## **IV. Authorized Outstanding Shares.**

1. **Florida Corporation.** The Florida Corporation is authorized to issue 5,000 shares of its common stock, 1,000 shares of which are currently outstanding and are owned by Daniel C. Sharp.

2. **Delaware Corporation.** The Delaware Corporation is authorized to issue 5,000,000 shares of its common stock, one (1) share of which is currently issued and outstanding and is owned by Daniel C. Sharp.

**V. Shares Voting for Plan of Merger.**

1. **Florida Corporation.** All of the 1,000 shares of the Florida Corporation, which are issued and outstanding, voted for the Plan of Merger.

2. **Delaware Corporation.** All of the one (1) share of the Delaware Corporation, which is issued and outstanding, voted for the Plan of Merger.

**VI. Domicile of Surviving Corporation.**

The Delaware Corporation, the surviving corporation, shall be a Delaware corporation.

**VII. Effective Date.**

The effective date of the merger for accounting and for all other purposes will be the date which the appropriate certificate is issued by the Florida Secretary of State.

**EQUITECH LABORATORIES**  
INCORPORATED (Florida)

By: Daniel C. Sharp  
Title: President

**EQUITECH LABORATORIES, INC.**  
(Delaware)

By: Daniel C. Sharp  
Title: President

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 9 day of April, 1998,  
by Daniel C. Sharp, holding the office of President of the Florida Corporation, and who is personally  
known to me and who did (did not) take an oath.



Carrie P. Fagan  
MY COMMISSION # CC607298 EXPIRES  
January 8, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Carrie P. Fagan  
Notary Public, State at Large

Printed Name  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 9 day of April, 1998, by  
Daniel C. Sharp, holding the office of President of the Delaware Corporation, and who is personally  
known to me and who did (did not) take an oath.



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