



THE UNITED STATES
CORPORATION
COMPANY

P95000035435

ACCOUNT NO. : 072100000032

REFERENCE : 327936

AUTHORIZATION :

COST LIMIT : \$ 78.75

9104A

Patricia Pizant

FILED
AUG -3 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 2, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 327936-005

CUSTOMER NO: 9104A

400002949364-6

Mersen

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

ARTICLES OF MERGER

C & S INDUSTRIES, INC.

INTO

CHELATION THERAPY AND WELLNESS
CLINIC, INC.

RECEIVED
99 AUG -3 PM 1:21
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

ADR
8/4/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

C & S INDUSTRIES, INC., a Florida corporation P95000038481

INTO

CHELATION THERAPY AND WELLNESS CLINIC, INC., a Florida corporation,
P95000035435

File date: August 3, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

7/9/99

To: Secretary of State
Department of State
Tallahassee, Florida

Date: July 24, 1999

99 AUG -3 PM 4:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1105, the undersigned **C & S INDUSTRIES, INC.**, a domestic corporation organized under the laws of the State of Florida, and **CHELATION THERAPY AND WELLNESS CLINIC, INC.**, a domestic corporation organized under the laws of the State of Florida, adopt the following "Articles of Merger" for the purposes of merging C & S INDUSTRIES, INC. into CHELATION THERAPY AND WELLNESS CLINIC, INC. as the surviving corporation:

1. **Constituent Corporations.** For purposes of the Merger, C & S INDUSTRIES, INC. (referred to herein as C&S) and CHELATION THERAPY AND WELLNESS CLINIC, INC. (referred to herein as CTWC) are the constituent corporations.

2. **Subsidiary Merger; Application of State Laws.** C&S owns one hundred percent (100%) of the issued and outstanding shares of stock of CTWC. This merger is a merger of C&S, the parent of CTWC, into CTWC, in accordance with Florida Statutes Sections 607.1104, 607.1105, and other applicable law.

3. **Surviving Corporation Name.** The name of the surviving corporation is **CHELATION THERAPY AND WELLNESS CLINIC, INC.**

4. **Adoption and Approval of Plan of Merger by Board of Directors and Shareholders.** The Plan of Merger has been adopted by each of the constituent corporations. The Plan of Merger was adopted and approved by the Shareholders of C&S on July 24, 1999. The Plan of Merger was approved by the Board of Directors of CTWC on July 24, 1999. No CTWC Shareholder approval is required, in accordance with Florida Statutes Section 607.1104. All of the shares of C&S and all of the members of the full Board of Directors of CTWC voted in favor of the Plan of Merger without dissenting votes. The votes of Shareholders of C & S INDUSTRIES, INC. and the Board of Directors of CHELATION THERAPY AND WELLNESS CLINIC, INC. were sufficient for approval of the Plan of Merger and Articles of Merger.

5. **Definitions.** For purposes of these Articles of Merger and the Plan of Merger:

a. **Effective Date** means the date these Article of Merger are filed with the Secretary of State of Florida.

b. **Merger** means the statutory merger of the constituent

corporations affected by these Articles of Merger.

c. Unless otherwise identified, Shareholders means the stockholders of C&S.

6. **Plan of Merger.** The Plan of Merger provides as follows:

PLAN OF MERGER

Upon the Effective Date, and upon the prompt filing of the Articles of Merger with the Secretary of the State of Florida:

a. C&S shall be merged into CTWC and the separate existence of C&S shall thereupon cease in accordance with the applicable laws of the State of Florida.

b. CTWC will be the surviving corporation in the Merger, and the separate existence of CTWC and all of its rights, privileges, immunities and franchises, public and private, and all of its duties and liabilities as a corporation will continue unaffected by the Merger.

c. The Merger shall have the affects specified in the Florida Business Corporation Act, Chapter 607, Florida Statutes. On the Effective Date of the Merger:

i. CTWC shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of C&S; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to C&S shall be deemed to be transferred to and vested in CTWC without further act or deed, and the title to any property or any interest therein, vested in C&S shall not revert or be in any way impaired by reason of the Merger.

By way of example and not limitation, CTWC shall assume both the Stock Transfers Restrictions and Buy-out Agreement and the Operating Agreement between C&S and its Shareholders, and shall be deemed substituted for C&S in all respects in these agreements without further joinder or action.

ii. CTWC shall be deemed responsible and liable for all the liabilities and obligations of C&S; and any claims existing by or against C&S may be prosecuted to judgment as if the Merger had not taken place, or CTWC may be substituted in place of C&S. The rights of the creditors shall not be impaired by the Merger. CTWC shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of C&S.

d. The Certificate of Incorporation and Amended and Restated Bylaws of CTWC immediately before the Effective Date shall be the Certificate of Incorporation and Bylaws of CTWC upon the effectiveness of the Merger.

e. The Directors and Officers of CTWC immediately prior to the Effective Date of the Merger shall be the Directors and Officers upon the effectiveness of the Merger.

f. Upon the effectiveness of the Merger, each issued and outstanding share of stock of C&S shall be surrendered and each of the Shareholders of C&S shall each be issued one share of CTWC common stock for each share of C&S stock held by the Shareholder prior to the Merger.

g. Upon the Effective Date, by virtue of the Merger and without any action on the part of any Shareholder, CTWC or any other person, all shares of issued and outstanding stock of CTWC held by C&S prior to the Merger shall cease to exist.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger on the day and year first above written.

C & S INDUSTRIES, INC.

(Seal)

By:

Myron B. Legak, M.D.
President

Attest:

Carisa A Jones
Secretary

CHELATION THERAPY AND WELLNESS CLINIC, INC.

(Seal)

By:

Myron B. Legak, M.D.
President

Attest:

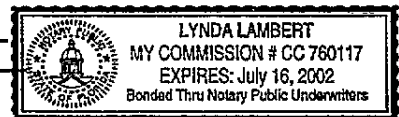
Carisa A Jones
Secretary

Acknowledgements

STATE OF FLORIDA
COUNTY OF PINELLAS Collier

The foregoing Articles of Merger was acknowledged before me this 23rd day of July, 1999 by Myron B. Lepak, President of **C & S INDUSTRIES, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Lynda Lambert
NOTARY PUBLIC
NAME: Lynda Lambert
SERIAL NUMBER: _____



STATE OF FLORIDA
COUNTY OF PINELLAS Collier

The foregoing Articles of Merger was acknowledged before me this 23rd day of July, 1999 by Myron B. Lepak President of **CHELATION THERAPY AND WELLNESS CLINIC, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Lynda Lambert
NOTARY PUBLIC
NAME: Lynda Lambert
SERIAL NUMBER: _____

