

P95000053188

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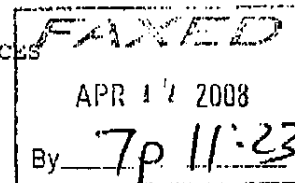
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MERGER OR SHARE EXCHANGE

Tropical Beverage, Inc.

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April 17, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TROPICAL BEVERAGE, INC.
2615 ROUSELLE
SANTA ANA, CA 92707US

SUBJECT: TROPICAL BEVERAGE, INC.
REF: P95000053188

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

On the plan of merger it states that TROPICAL BEVERAGE, INC., is organized under the laws of the state of California. Please correct that statement.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Teresa Brown
Regulatory Specialist II

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SECRETARY OF STATE**ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is Tropical Beverage, Inc., a Florida corporation, which was incorporated on July 11, 1995, Document Number P95000053188.

EFFECTIVE DATE
5-9-08

Second: The name and jurisdiction of the merging corporation is VivCells International, Inc., an Illinois corporation, which was incorporated on March 18, 2008, File Number 66001334.

Third: The Plan of Merger is attached. The laws of the state under which each corporation is incorporated permits such merger.

Fourth: The merger shall become effective on May 9, 2008.

Fifth: The Plan of Merger was adopted by the directors and shareholders of the surviving corporation on April 14, 2008. The merger was approved in compliance with the laws of the state in which the surviving corporation is organized.

Sixth: The Plan of Merger was adopted by the directors and shareholders of the merging corporation on April 14, 2008. The merger was approved by written consent of all shareholders entitled to vote on the action, in accordance with Sections 7.10 and 11.20 of the Business Corporation Act of the State of Illinois.

IN WITNESS WHEREOF the parties hereto have caused these Articles of Merger to be executed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct as of the 14th day of April, 2008.

Tropical Beverage, Inc.,
a Florida corporation

VivCells International, Inc.,
an Illinois corporation

Frederick J. Fitzsimmons
By: Frederick J. Fitzsimmons
Its: President/CEO

Frederick J. Fitzsimmons
By: Frederick J. Fitzsimmons
Its: President/CEO

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PLAN OF MERGER

This PLAN OF MERGER (this "Agreement") is dated as of April 14, 2008, by and between Tropical Beverage, Inc., a Florida corporation ("Tropical"), and VivCells International, Inc., an Illinois corporation ("VivCells").

WHEREAS, Tropical is a corporation duly organized and existing under the laws of the State of Florida. VivCells is a corporation duly organized and existing under the laws of the State of Illinois.

WHEREAS, the authorized capitalization of Tropical consists of 1,000,000,000 shares of Voting Common Stock, par value \$0.0001 per share, and 50,000,000 shares of Series A Preferred Stock, par value \$0.0001. There are presently 819,697,681 shares of Voting Common Stock, and 50,000,000 shares of Series A Preferred Stock, of Tropical issued and outstanding as of the date hereof.

WHEREAS, the authorized capitalization of VivCells consists of 200,000,000 shares of common stock, no par value. There is presently 85,000,000 shares of common stock of VivCells issued and outstanding as of the date hereof.

WHEREAS, the Board of Directors of each of Tropical and VivCells deem it to the benefit and advantage of each of said corporations and their respective stockholders that Tropical and VivCells merge under and pursuant to the provisions of the laws of Florida and that the Surviving Corporation (as hereinafter defined) after the merger be Tropical, with the name of the Surviving Corporation being changed to "VivCells International, Inc.", a Florida corporation (the "Merger").

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, the parties agree as follows:

ARTICLE I

Except as herein specifically set forth, the corporate existence of Tropical, with all its purposes, powers and objects, shall continue in effect and unimpaired by the Merger, and VivCells shall be merged with and into Tropical and Tropical, as the corporation surviving the merger, shall be fully vested therewith, and the separate existence and corporate organization of VivCells shall cease to exist as soon as the Merger shall become effective as herein provided and thereupon VivCells shall be merged into and become a single corporation, to-wit, VivCells International, Inc., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation" or "VivCells").

The Merger shall become effective on May 9, 2008, which time is sometimes herein referred to as the "Effective Date of the Merger."

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ARTICLE II

Upon the Effective Date of the Merger, the Articles of Incorporation of Tropical shall be the Articles of Incorporation of the Surviving Corporation. Article I of the Articles of Incorporation of the Surviving Corporation is amended to read as follows: "The name of the Corporation is ViviCells International, Inc."

ARTICLE III

On the Effective Date of the Merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of the constituent corporation; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of the constituent corporation, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of the constituent corporation. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by such Merger. No action or proceeding, whether civil or criminal, then pending by or against the constituent corporation or any stockholder, officer, director or employee thereof shall abate or be discontinued by such Merger, but may be enforced, prosecuted, defended, settled or compromised as if such Merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of any constituent corporation.

If at any time the Surviving Corporation shall consider or be advised that any further assignment, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the constituent corporations or otherwise to carry out the provisions hereof, the proper officers and directors of the constituent corporation, as of the Effective Date of the Merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE IV

Under this Agreement, upon the Effective Date of the Merger, the total number of shares of stock which the Surviving Corporation shall have authority to issue shall be 250,000,000 shares as follows:

"This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is One Hundred Fifty Million (150,000,000) shares, par value \$0.001. The total number of shares of Preferred Stock which this Corporation is authorized to issue is One Hundred Million (100,000,000) shares, par value \$0.001.

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The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the laws of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The Corporation shall hereby create a Series A Preferred Stock, consisting of Fifty Million (50,000,000) shares, which shall have twenty (20) votes per share. The Series A Preferred Stock shall be subordinate to the common stock with respect to dividends and distributions.

Effective as of the Effective Date of the Merger, the issued and outstanding shares of common stock of the Corporation shall undergo a 1-for-140 reverse split, such that after the Merger the holders thereof will have one (1) share for every one hundred forty (140) shares prior thereto. Fractional shares will be rounded up to the next whole share."

ARTICLE V

Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of Tropical, or ViviCells, or the holders of any of their respective securities, ViviCells will merge with and into Tropical and each share of capital stock of ViviCells outstanding immediately prior to the Effective Date of the Merger shall be cancelled and converted into the right to receive one share of Common Stock of the Surviving Corporation. All shares are receiving equal consideration in the Merger.

ARTICLE VI

All corporate acts, plans, policies, approvals and authorizations of each of the parties to this Agreement, or their stockholders, boards of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation, and shall be as effective and binding thereon as they were on each of the corporations. It is intended that the transaction described herein qualifies as a

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reorganization under Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

This Agreement has been submitted to the stockholders of each of the corporations involved, as provided by the applicable laws of the State of Florida, and, as required for the adoption of this Agreement, an affirmative vote of the holders of at least a majority of the capital stock outstanding of each of the corporations that are a party to this Agreement was obtained. In addition, consummation of the Merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the corporations to be necessary to effect the Merger.

ARTICLE VIII

The Surviving Corporation hereby agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any of the corporations that are a party to this Agreement and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the Surviving Corporation.

The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceedings.

The Surviving Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the Merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporations Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

ARTICLE IX

This Agreement and the Merger may be terminated and abandoned by resolutions of the Boards of Directors of the corporations involved prior to the Merger becoming effective. In the event of the termination and the abandonment of the Agreement and the merger pursuant to the foregoing provisions of this Agreement, this Agreement shall become void and of no further effect without any liability on the part of either of the constituent corporations or its stockholders or the directors or officers in respect thereof.

ARTICLE X

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counter parts shall together constitute but one and the same instrument.

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IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed, all as of the day and year first above written.

Tropical Beverage, Inc.,
a Florida corporation

ViviCells International, Inc.,
an Illinois corporation

Frederick J. Fitzsimmons

By: Frederick J. Fitzsimmons
Its: President/CEO

Frederick J. Fitzsimmons

By: Frederick J. Fitzsimmons
Its: President/CEO

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