

Division of Corporations

Page 1 of 1

P95000073010

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000007530 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4000

From:Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. - *mpm*

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

MERGER OR SHARE EXCHANGE

PERFORMANCE BRANDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Tuesday, March 30, 1999

6174.01

11:52 AM

Handwritten signature
 06/31

RECEIVED
 99 MAR 30 11 4:22
 DIVISION OF CORPORATIONS

FILED
 99 MAR 30 PM 4:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PBI ACQUISITION CORP., a Florida corporation, document number
P99000016299

INTO

PERFORMANCE BRANDS, INC., a Florida corporation, P95000073010

File date: March 30, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 1999

PERFORMANCE BRANDS, INC.
10132 NW 53RD ST
SUNRISE, FL 33351US

SUBJECT: PERFORMANCE BRANDS, INC.
REF: P95000073010

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000007530
Letter Number: 699A00016047

H99000007530 1

**ARTICLES OF MERGER OF
PBI ACQUISITION CORP.
(a Florida corporation)
INTO
PERFORMANCE BRANDS, INC.
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** PBI ACQUISITION CORP., a Florida corporation ("Acquisition") shall be merged (the "Merger") with and into PERFORMANCE BRANDS INC., a Florida corporation bearing Document #P95000073010 ("PBI"). PBI and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." PBI shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of PBI, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, PBI shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders,

(a) each of the issued and outstanding shares of PBI common stock (the "PBI Shares") immediately prior to the Effective Time, shall be converted into the right to receive 37,000 shares of the common stock, par value \$.001 per share, of Biologistics Corp., a Delaware corporation (the "BIOL Shares"). At the Effective Time, all of the PBI Shares shall be cancelled and retired and each certificate theretofore evidencing PBI Shares shall thereafter (i) represent only the right to receive the BIOL Shares issuable in exchange therefore and (ii) entitle the holder thereof to receive dividends on such whole number of BIOL Shares which such holder is entitled to receive in exchange for such PBI Shares; and

STEVEN I. WEINBERGER, ESQ., FLA. BAR #0135585
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

99/9999.NEW/136532.1

H99000007530 1

FILED
99 MAR 30 PM 4:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H99000007530 1

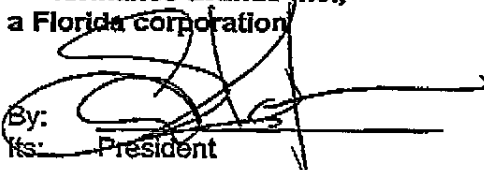
(b) each share of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

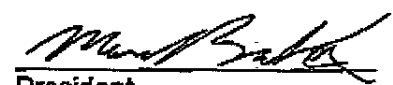
THIRD: The Plan of Merger was adopted by the board of directors and stockholders of PBI on the 30th day of March 1999, and by the board of directors and stockholders of Acquisition on the 30th day of March 1999.

Signed this 30th day of February 1999.

Performance Brands Inc.,
a Florida corporation

By: 
Its: President
Stacey Kaufman

PBI Acquisition Corp.,
a Florida corporation

By: 
Its: President
Marc Baker