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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CYGENE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50

Sent & Confirmed	
Date <u>5-20-99</u>	Time <u>3:35</u>
By <u>[Signature]</u>	

Merger

5-4-99

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

CYGENE, INC., a Florida corporation, P95000082269

INTO

CYGENE, INC., a Delaware corporation not qualified in Florida

File date: May 4, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 1999

CYGENE, INC.
3700 N.W. 31 PLACE
SUITE B-300
GAINESVILLE, FL 32606

SUBJECT: CYGENE, INC.
REF: P95000082269

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

The phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

Please label the plan of merger as "EXHIBIT A", the certificate of merger as "EXHIBIT 1", and the Articles of Merger as "EXHIBIT 2" as mentioned within the Merger documents.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000010380
Letter Number: 599A00023601

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EXHIBIT

2

ARTICLES OF MERGER
OF
CYGENE, INC.
INTO
CYGENE, INC.

Dated April 30, 1999

The undersigned corporation formed and existing under and by virtue of Section 607.0101, *et. seq.*, of the Florida Statutes (the "Act"),

DOES HEREBY CERTIFY that the terms and conditions of the merger are as follows:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
CyGene, Inc.	Florida
CyGene, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") dated as of April 13, 1999 (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged in accordance with Section 607.1103 of the Act and in accordance with Section 8-252 of the General Corporation Law of the State of Delaware by (i) CyGene, Inc., a Florida corporation (the "Florida Corporation") and (ii) CyGene, Inc., a Delaware corporation (the "Delaware Corporation"). A copy of the Plan of Merger is attached as Exhibit A hereto and incorporated herein by this reference. The Plan of Merger was approved by unanimous written action of the directors of the Delaware Corporation on April 13, 1999 and by a majority of the holders of voting stock of the Florida Corporation, at a special meeting held on April 26, 1999. There were no outstanding shares of capital stock of the Delaware Corporation as of the date of the Plan of Merger. Therefore, shareholder approval was not required.

THIRD: The surviving entity of the merger is the Delaware Corporation (the "Surviving Corporation"). The business address of the Surviving Corporation is 3700 N.W. 91st Street, Suite B300, Gainesville, Florida 32606.

FOURTH: The merger of the Florida Corporation with and into the Delaware Corporation shall be effective upon the filing of this Articles of Merger with the Secretary of State of the State of Florida.

FIFTH: The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation.

This instrument was prepared by:
Seth A. Joseph, Esq.
FL Bar # 286656
200 South Biscayne Blvd.
3300 First Union Financial Center
Miami, FL 33131
(305) 358-9900

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TALLAHASSEE, FLORIDA

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SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any person holding an interest in the Surviving Corporation and to any shareholder of the Florida Corporation.

SEVENTH: The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation to or the rights of dissenting shareholders of the Florida Corporation.

EIGHTH: The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Florida Corporation, if any, the amount, if any, to which they are entitled under Section 607.1107 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Florida Corporation and the Delaware Corporation by their authorized officers as of the year and date first above written.

Attest:

Carol Ramberg
Carol Ramberg, Secretary

CYGENE, INC., a Florida corporation

By:

Martin Munzer
Martin Munzer, President FIDC#

11526-560-52-259

Attest:

Carol Ramberg
Carol Ramberg, Secretary

CYGENE, INC., a Delaware corporation

By:

Martin Munzer
Martin Munzer, President

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STATE OF FLORIDA)
)ss:
 COUNTY OF Alachua)

BEFORE ME, the undersigned officer a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared Martin Munzer, who is known to me and known by me to be the person who executed the foregoing Articles of Merger, or who presented FIDC as identification, and he acknowledge to me that he executed these Articles of Merger as President of CyGene, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County as aforesaid, this 29 day of ~~March~~ ^{April}, 1999.



Tina L. Guthman
 Notary Public, State of Florida

(SEAL)

My Commission Expires: 7-5-99

STATE OF FLORIDA)
)ss:
 COUNTY OF Alachua)

BEFORE ME, the undersigned officer a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared Martin Munzer, who is known to me and known by me to be the person who executed the foregoing Articles of Merger, or who presented FIDC as identification, and he acknowledge to me that he executed these Articles of Merger as President of CyGene, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County as aforesaid, this 29 day of ~~March~~ ^{April}, 1999.



Tina L. Guthman
 Notary Public, State of Florida

(SEAL)

My Commission Expires: 7-5-99

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**CERTIFICATE OF MERGER
OF
CYGENE, INC.
INTO
CYGENE, INC.**

Dated April 30, 1999

The undersigned corporation formed and existing under and by virtue of the General Corporation Law of the State of Delaware 6 Del. C. § 8-101, *et seq.* (the "Act"), pursuant to Section 607.0101, *et seq.*, of the Florida Statutes (the "Florida Statutes").

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
CyGene, Inc.	Florida
CyGene, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of April 13, 1999 has been approved, adopted, certified, executed and acknowledged in accordance with Section 607.1103 of the Florida Statutes and in accordance with Section 8-252 of the Act by (i) CyGene, Inc., a Delaware corporation (the "Delaware Corporation") and (ii) CyGene, Inc., a Florida corporation (the "Florida Corporation"). The Agreement and Plan of Merger was approved by the board of directors of the Delaware Corporation on April 13, 1999, and by a majority of the holders of the voting stock of the Florida Corporation at a special meeting held on April 26, 1999. There were no outstanding shares of capital stock of the Delaware Corporation as of the date of the Agreement and Plan of Merger. Therefore, shareholder approval was not required.

THIRD: The surviving entity of the merger is the Delaware Corporation (the "Surviving Corporation"). The principal business address of the Surviving Corporation is 3700 N.W. 91st Street, Suite B300, Gainesville, Florida 32606.

FOURTH: The merger of the Florida Corporation into the Delaware Corporation shall be effective as of April 30, 1999.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation.

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SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any member of the Florida Corporation, and to any person owning share(s) of common stock in the Delaware Corporation.

SEVENTH: The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation, with no amendments or changes to it as such existed prior to the Agreement and Plan of Merger.

EIGHTH: The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation to or the rights of dissenting shareholders of the Florida Corporation. The Surviving Corporation requests that the Secretary of State of the State of Florida mail a copy of such process to the Surviving Corporation at its principal office at 3700 N.W. 91st Street, Suite B300, Gainesville, Florida 32606.

NINTH: The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Florida Corporation, if any, the amount, if any, to which they are entitled under the Act.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of the year and date first above written.

CYGENE, INC., a Delaware corporation


By: Martin Munzer, President

CYGENE, INC., a Florida corporation


By: Martin Munzer, President



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**AGREEMENT AND PLAN OF MERGER
BETWEEN
CYGENE, INC.
AND
CYGENE, INC.**

AGREEMENT AND PLAN OF MERGER, dated as of April 13, 1999 (this "Agreement"), between CYGENE, INC., a Delaware corporation (the "Delaware Corporation"), and CYGENE, INC., a Florida corporation (the "Florida Corporation").

WITNESSETH:

WHEREAS, the Delaware Corporation desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of the Florida Corporation by means of a merger of the Florida Corporation with and into the Delaware Corporation; and

WHEREAS, Section 8-252 of the General Corporation Law of the State of Delaware, 6 Del. C. § 8-101, *et seq.* (the "Delaware Act"), and Section 607.1107 of the Florida Statutes (the "Florida Statutes"), authorize the merger of a Florida Corporation with and into a Delaware Corporation; and

WHEREAS, the Delaware Corporation and the Florida Corporation now desire to merge (the "Merger"), following which the Delaware Corporation shall be the surviving entity; and

WHEREAS, the Delaware Corporation's Certificate of Incorporation and By-laws permit, and resolutions adopted by the Delaware Corporation's Board of Directors authorize, the execution and delivery of this Agreement and the consummation of the Merger;

NOW, THEREFORE, the parties hereto hereby agree the terms and conditions of the Merger are as follows:

**ARTICLE I
THE MERGER**

SECTION 1.01. *The Merger.* (a) At the Effective Time, as defined below, the Delaware Corporation, which shall be the surviving entity, shall merge with the Florida Corporation and shall file a certificate of merger substantially in the form of Exhibit 1 hereto (the "Certificate of Merger") with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger and shall file articles of merger substantially in the form of Exhibit 2 hereto (the "Articles of Merger") with the Secretary

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of State of the State of Florida and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the Florida Corporation shall be merged with and into the Delaware Corporation, whereupon the separate existence of the Florida Corporation shall cease, and the Delaware Corporation shall be the surviving entity of the Merger (the "Surviving Corporation") in accordance with Section 8-252 of the Delaware Act and Section 607.1107 of the Florida Statutes.

SECTION 1.02. *Treatment of Outstanding Stock, Membership Interests and Warrants.*
At the Effective Time:

(a) No shares of common stock, par value \$0.001 per share, of the Delaware Corporation were outstanding immediately prior to the Effective Time;

(b) Each share of common stock in the Florida Corporation outstanding immediately prior to the Effective Time shall be converted into eleven shares of Class A common stock, par value \$0.001 per share, and one share of Class B common stock, par value \$0.001 per share, of the Delaware Corporation; and

(c) The securities issuable upon the conversion of the Florida Corporation's convertible debentures or upon the exercise of warrants and/or stock options issued by the Florida Corporation prior to the Effective Time shall be shares of Class A Common Stock, par value \$0.001 per share, of the Delaware Corporation at an exchange ratio of 12:1, subject to any adjustments for stock splits, reverse stock splits, stock dividends or the like made subsequent to the Effective Time.

ARTICLE II

THE SURVIVING CORPORATION

SECTION 2.01. *Certificate and By-Laws.* The Certificate of Incorporation and By-Laws of the Delaware Corporation in effect at the Effective Time shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation unless and until amended in accordance with its terms and applicable law. The name of the Surviving Corporation shall be CyGene, Inc.

SECTION 2.02. *Address of Corporation.* The business address of the Surviving Corporation as of the Effective Time shall be: 3700 N.W. 91st Street, Suite B300, Gainesville, Florida 32606.

SECTION 2.03. *Board of Directors.* The initial members of the Board of Directors of the Surviving Corporation are as follows:

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Name of Directors:

Carol Ramberg
Elliot Ramberg
Martin Munzer

SECTION 2.04. *OFFICERS.* The names and titles of the initial officers of the Surviving Corporation are as follows:

<u>Name</u>	<u>Title</u>
Martin Munzer	Chief Executive Officer; President; Treasurer
Elliott Ramberg	Chairman of the Board; Chief Technology Officer
Carol Ramberg	Secretary

**ARTICLE III
TRANSFER AND CONVEYANCE OF ASSETS
AND ASSUMPTION OF LIABILITIES**

SECTION 3.01. *Transfer, Conveyance and Assumption.* At the Effective Time, the Delaware Corporation shall continue in existence as the Surviving Corporation, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Florida Corporation, and all of the assets and property of whatever kind and character of the Florida Corporation shall vest in the Delaware Corporation without further act or deed; thereafter, the Delaware Corporation, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of the Florida Corporation and any claim or judgment against the Delaware Corporation may be enforced against the Delaware Corporation, as the Surviving Corporation, in accordance with Section 8-252 of the Delaware Act and Section 607.1106 of the Florida Statutes.

SECTION 3.02. *Further Assurances.* If at any time the Delaware Corporation shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or right of the Florida Corporation, or otherwise to carry out the provisions hereof, the proper representatives of the Florida Corporation as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances to do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving Corporation and otherwise to carry out the provisions hereof.

SECTION 3.03. *Dissenter's Rights.* The holders of capital stock of the Florida Corporation which did not approve the Agreement and Plan of Merger pursuant to that certain Written Action of Stockholders are entitled to dissenter's rights pursuant to Section 607.1302 of the Florida Statutes. No holder of capital stock of the Delaware Corporation is entitled to any dissenter's rights or any amounts under Section 8-262 of the Delaware Statutes.

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ARTICLE IV TERMINATION

SECTION 4.01. *Termination.* This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

(i) by mutual written consent of a majority of holders of common stock in the Florida Corporation and the Board of Directors of the Delaware Corporation;

(ii) by either a majority of holders of common stock in the Florida Corporation, or the Board of Directors of the Delaware Corporation, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the Delaware Corporation or the Florida Corporation from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

SECTION 4.02. *Effect of Termination.* If this Agreement is terminated pursuant to Section 4.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V MISCELLANEOUS

SECTION 5.01. *President Authorization.* The President of the Surviving Corporation shall be authorized, at such time in its sole discretion as it deems appropriate to execute, acknowledge, verify, deliver, file and record, for and in the name of the Delaware Corporation and, to the extent necessary, the stockholders of the Florida Corporation and the stockholders of the Delaware Corporation, and any and all documents and instrument including, without limitation, the Articles of Incorporation and By-Laws of the Surviving Corporation, the Certificate of Merger and the Articles of Merger, and shall do and perform any and all acts required by applicable law which the President of the Surviving Corporation deems necessary or advisable, in order to effectuate the Merger.

SECTION 5.02. *Amendments; No Waivers.* (a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by a majority of holders of common stock of the Florida Corporation, on behalf of the Florida Corporation, and by the Board of Directors of the Delaware Corporation.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

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SECTION 5.03. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

SECTION 5.04. *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

SECTION 5.05. *Counterparts; Effectiveness.* This Agreement may be signed in any number of counterparts, each of which shall be an original with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first-above written.

Attest:


CYGENE, INC., a Delaware corporation


Carol Ramberg, Secretary


By: Martin Munzer, President

Attest:

CYGENE, INC., a Florida corporation


Carol Ramberg, Secretary


By: Martin Munzer, President