

Florida Department of State  
Division of Corporations  
Public Access System

## 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.

(((H06000041937 3)))

**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) 205-0380

## From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

## MERGER OR SHARE EXCHANGE

## PHARMALOGIC HOLDINGS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED  
06 FEB 15 AM 8:00  
DIVISION OF CORPORATIONS

FILED  
06 FEB 15 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NR  
2/15/06

ARTICLES OF MERGER  
OF  
JANUS HOLDING, INC.  
AND  
PHARMALOGIC HOLDINGS CORP.

February 15, 2006

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto, and made a part hereof, is the Plan of Merger for merging Janus Holding, Inc., a Florida corporation ("Janus"), with and into PharmaLogic Holdings Corp., a Delaware corporation ("PharmaLogic").

2. The Board of Directors of PharmaLogic approved and adopted the Plan of Merger by written consent given by them on February 10, 2006 in accordance with the provisions of Section 607.0821 of the Act. Shareholder approval was not required pursuant to Section 607.1104 of the Act.

3. The merger of Janus with and into PharmaLogic is permitted by the laws of the jurisdiction of organization of PharmaLogic and has been authorized in compliance with said laws.

[Signature Page Follows]

H06000041937 3

Executed on the date first written above.

Janus Holding, Inc.

By:   
Name: Dana E. Stern  
Title: Vice President

PharmaLogic Holdings Corp.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

H06000041937 3

H06000041937 3

Executed on the date first written above.

Janus Holding, Inc.

By: \_\_\_\_\_  
Name:  
Title:

PharmaLogic Holdings Corp.

By: William B. Ford  
Name: William B. Ford  
Title: Vice President

H06000041937 3

PLAN OF MERGER adopted on February 10, 2006 by resolution of the Board of Directors of Janus Holding, Inc., a business corporation organized under the laws of the State of Florida, and adopted on February 10, 2006 by resolution of the Board of Directors of PharmaLogic Holdings Corp., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Janus Holding, Inc., a business corporation organized under the laws of the State of Florida ("Janus"), and PharmaLogic Holdings Corp., a business corporation organized under the laws of the State of Delaware ("PharmaLogic Holdings"). The name of the surviving corporation into which Janus plans to merge is PharmaLogic Holdings Corp.

1. Janus is a wholly-owned subsidiary of PharmaLogic Holdings.
2. Janus and PharmaLogic Holdings, shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act") and the provisions of the laws of the jurisdiction of organization of PharmaLogic Holdings be merged with and into a single corporation, to wit, PharmaLogic Holdings, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Janus, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Act.
3. The certificate of incorporation, as amended, of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation, as amended, of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
4. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
5. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, shall be cancelled. The issued shares of the surviving corporation shall not be

H 4000041937 3

H06000041937 3

converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

8. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provide.

H06000041937 3