

096000101844

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CORPORATION(S) NAME

VascuLogix Corporation
NephroLogix Corporation
Cytoblogix Corporation
Merging into: OcuLogix Corporation

- Profit
- NonProfit
- Limited Liability Company
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- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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LAURA EARNEST

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VASCULOGIX CORPORATION, a Delaware corporation not qualified in Florida

NEPHROLOGIX CORPORATION, a Delaware corporation not qualified in Florida

CYTOLOGIX CORPORATION, a Delaware corporation not qualified in Florida

INTO

OCCULOGIX CORPORATION, a Florida entity, P96000101844. •

File date: September 11, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>OccuLogix Corporation</u>	<u>Florida</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>VascuLogix Corporation</u>	<u>Delaware</u>
<u>NephroLogix Corporation</u>	<u>Delaware</u>
<u>CytoLogix Corporation</u>	<u>Delaware</u>
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 3, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 3, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of September 3, 2000, by and among OccuLogix Corporation, a Florida corporation ("OccuLogix" or the "Surviving Corporation"), VascuLogix Corporation, a Delaware corporation ("VascuLogix"), NephroLogix Corporation, a Delaware corporation ("NephroLogix"), and CytaLogix Corporation, a Delaware corporation ("CytaLogix") (VascuLogix, NephroLogix and CytaLogix are collectively, the "Merged Corporations", and together with the Surviving Corporation, the "Constituent Corporations").

RECITALS

WHEREAS, the purposes and objectives of the Constituent Corporations may be effectively achieved and promoted within a single corporate structure;

WHEREAS, pursuant to Section 607.1103 and Section 607.1107 of the Florida Business Corporation Act, as amended, (the "Florida Act"), this Agreement was adopted by the unanimous written consent of the members of the Board of Directors of the Surviving Corporation;

WHEREAS, pursuant to Section 251 and Section 252 of the Delaware General Business Corporation Act, as amended (the "Delaware Act"), this Agreement was adopted by (a) the unanimous written consent of the members of the Board of Directors of each of the Merged Corporations and (b) the written consent of no less than a majority of the shareholders of each of the Merged Corporations.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Merger, Name. Upon the terms and conditions set forth in this Agreement, and in accordance with the Florida Act and the Delaware Act, as of the Effective Date (as defined in Section 2 hereof) the Merged Corporations shall be merged with and into the Surviving Corporation (the "Merger"). As of the Effective Date and thereafter, the name of the Surviving Corporation shall be OccuLogix Corporation.

2. Effective Date of the Merger. The Merger shall become effective on the date and the time that the Articles of Merger shall have been accepted for filing by the Secretary of State of the State of Florida, and the Certificate of Merger shall have been accepted for filing by the Secretary of State of the State of Delaware (the "Effective Date").

3. Effect of the Merger. The effect of the Merger on the Constituent Corporations, as of the Effective Date, is as follows: (a) the Constituent Corporations shall be a single corporation;

(b) the separate corporate existence of the Merged Corporations shall thereupon cease, except to the extent provided for by the laws of the State of Delaware in the case of a corporation after its merger into another corporation; (c) the Surviving Corporation shall possess all the rights, including, without limitation, all intellectual property rights, privileges, immunities and franchises of each of the Constituent Corporations, and all property (real, personal and mixed), including, without limitation, all intellectual property, and debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation, without further act, deed or transfer; (d) the Surviving Corporation shall thenceforth be responsible for and subject to all of the debts, liabilities and obligations of each of the Constituent Corporations in the same manner as if the Surviving Corporation had itself incurred them; (e) any claim, existing action, or proceeding pending by or against any of the Constituent Corporations may be prosecuted to judgment by the Surviving Corporation and (f) neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

4. Articles of Incorporation and By-Laws. As of the Effective Date, the Articles of Incorporation and the By-Laws of the Surviving Corporation, as in effect immediately prior to the Merger, shall continue in full force and effect as the Articles of Incorporation and the By-Laws of the corporation existing after the consummation of the Merger.

5. Conversion of Shares in the Merger. Subject to the terms of this Agreement, as of the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each issued and outstanding share of the Merged Corporations shall not be converted in any manner and shall be canceled, and no additional shares in the Surviving Company shall be issued as a result of this Merger.

6. Termination by Mutual Consent. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Date by the unanimous written consent of the members of the Board of Directors of the each of the Constituent Corporations.

7. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.


[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement of Plan of Merger has been executed by the undersigned as of the date first above written.

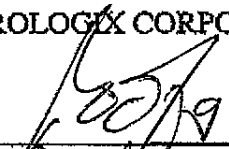
OCCULOGIX CORPORATION

By: 
Its: President + CEO


VASCULOGIX CORPORATION

By: 
Its: President + CEO

NEPHROLOGIX CORPORATION

By: 
Its: President + CEO

CYTALOGIX CORPORATION

By: 
Its: President + CEO