

Document Number Only

P96000101844

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

200003391562--8

-09/13/00--01057--006

*****70.00 *****70.00

CORPORATION(S) NAME

Merger

Apheresis Technologies, Inc.

Merging Into: Oculogix Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 13 PM 4:05

FILED

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Limited Liability Partnership

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THANKS.

LAURA EARNEST

9/13

*00789, 00710, 00524

00678

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00 SEP 13 AM 11:05
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

APHERESIS TECHNOLOGIES, INC., a Florida corporation L46783

INTO

OCCULOGIX CORPORATION, a Florida entity, P96000101844.

File date: September 13, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: OCCULOGIX CORPORATION
Ref. Number: P96000101844

RECEIVED
00 SEP 15 PM 3:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 15 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for OCCULOGIX CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

*See bottom paragraph - 1st page of plan.
Please see id*

Please print the officers titles next to their signatures on page 2.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00048457

Wording added. Please backdate to 9/13 if possible.

Thanks Annette!

(Signature)

Please print officers titles next to signatures.

** Sorry Annette! Titles added. Thanks! JE*

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>

FILED
00 SEP 13 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Apheresis Technologies, Inc.</u>	<u>Florida</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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____

August 24, 2000 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____

August 24, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

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

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>Apherasis Technologies, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each issued and outstanding share of the subsidiary corporation shall not be converted in any manner and shall be canceled, and no additional shares in the parent corporation shall be issued as a result of this merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A