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MERGER OR SHARE EXCHANGE**CYBEAR, INC. (FL)**

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CYBEAR, INC. (FL), a Florida corporation, document number P97000011798

INTO

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

File date: March 26, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER OF
CYBEAR, INC. (FL),
a Florida corporation,
and
CYBEAR, INC.,
a Delaware corporation

Pursuant to sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging corporations are CyBear, Inc., which is a business corporation organized under the laws of the State of Delaware and which shall be the surviving corporation ("Surviving Corporation"), and CyBear, Inc.(FL), which is a wholly-owned subsidiary of the Surviving Corporation organized under the laws of the State of Florida, the existence of which will cease ("Disappearing Corporation").

2. The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the Delaware General Corporation Law.

3. The merger shall be effective as of the filing date of these Articles of Merger.

4. The Plan of Merger, a copy of which is attached hereto as Exhibit "A," was adopted by resolution of the board of directors of the Surviving Corporation on March 25, 1999. Approval by the shareholders of the Surviving Corporation and the Disappearing Corporation was not required.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed these Articles of Merger as of the 25th day of March, 1999.

"DISAPPEARING CORPORATION"

CYBEAR, INC. (FL), a Florida corporation

Edward Goldman
By: Edward Goldman, M.D.
Its: President

"SURVIVING CORPORATION"

CYBEAR, INC., a Delaware corporation

Edward Goldman
By: Edward Goldman, M.D.
Its: President

THIS DOCUMENT PREPARED BY:
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SECRETARY OF STATE

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EXHIBIT A

PLAN OF MERGER
OF
CYBEAR, INC. (FL), a Florida corporation
AND
CYBEAR, INC., a Delaware corporation

THIS PLAN OF MERGER (the "Plan") is entered into this 25th day of March, 1999, by and between CYBEAR, INC. (FL), a Florida corporation (the "Disappearing Corporation"), and CYBEAR, INC., a Delaware corporation (the "Surviving Corporation"), as approved by the Board of Directors of said corporations:

WITNESSETH:

WHEREAS, the Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation; and

WHEREAS, the directors of the Surviving Corporation and the Disappearing Corporation believe that the merger of the Disappearing Corporation with and into the Surviving Corporation would be advantageous and beneficial to both corporations and their shareholders; and

WHEREAS, the Disappearing Corporation and the Surviving Corporation have agreed that the Disappearing Corporation shall merge with and into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the States of Florida and Delaware.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation agree as follows:

1. Merger. The Disappearing Corporation shall be merged with and into the Surviving Corporation.
2. Filing and Effective Time. Articles of Merger shall be filed with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and a certificate of Merger shall be filed with the Delaware Secretary of State pursuant to Section 103 of the Delaware General Corporation Law (the "Delaware Law"). The effective date of the merger (the "Effective Date") shall be the date of filing of said Articles and Certificate.
3. Surviving Corporation. The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Delaware Law, shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject

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to all the debts and liabilities of the Disappearing Corporation in the same manner as if the Surviving Corporation had incurred them.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the Florida Act.

5. Terms of the Merger. Each share of the Disappearing Corporation's common stock outstanding on the Effective Date shall, by virtue of the Merger, be cancelled and shall cease to exist, in exchange for the transfer to the Surviving Corporation of all rights and properties of the Disappearing Corporation.

6. Articles of Incorporation and Bylaws of the Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Law.

7. Directors and Officers of the Surviving Corporation. The directors and officers of the Surviving Corporation prior to the Effective Date shall remain the directors and the 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.

8. Approval. This Plan has previously been submitted to and approved by the Board of Directors of the Surviving Corporation and the Disappearing Corporation. Subsequent to the execution of this Plan by the appropriate officers of the Disappearing Corporation and the Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the States of Florida and Delaware, as the case may be, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan.

9. Amendment. This Plan may be amended with the approval of the Board of Directors of the Surviving Corporation at any time prior to the filing of Articles of Merger with the Florida Department of State and the Delaware Secretary of State.

10. Governing Law. This Plan shall be construed in accordance with and governed by the applicable laws of the State of Florida and Delaware.

11. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations
have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATION"

CYBEAR, INC. (FL), a Florida corporation

Edward Goldman

By: Edward Goldman, M.D.

Its: President

"SURVIVING CORPORATION"

CYBEAR, INC., a Delaware corporation

Edward Goldman

By: Edward Goldman, M.D.

Its: President

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