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MERGER OR SHARE EXCHANGE

ALLERGY RESEARCH GROUP, INC.

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ARTICLES OF MERGER

MERGING

LONGHORN ACQUISITION CORP.

WITH AND INTO

ALLERGY RESEARCH GROUP, INC.

Pursuant to section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Longhorn Acquisition Corp., a Florida corporation ("Longhorn") hereby certifies that the Plan of Merger is as follows:

FIRST: Longhorn is a corporation organized and existing under the FBCA.

SECOND: Longhorn owns at least 80 percent of the outstanding shares of common stock, par value \$0.001 per share ("Shares"), of Allergy Research Group, Inc., a Florida corporation (the "ARG").

THIRD: Longhorn and ARG are party to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 8, 2008, among KI NutriCare, Inc., a New York corporation ("KIN"), Longhorn and ARG, which has been approved, adopted, executed and acknowledged by each of the foregoing parties, and which sets forth the terms and conditions of the merger of Longhorn with and into ARG.

FOURTH: Longhorn shall be merged with and into ARG (the "Merger"), the separate existence of Longhorn shall cease, and ARG shall continue as the surviving corporation (the "Surviving Corporation") and the name of the Surviving Corporation shall be "Allergy Research Group, Inc."

FIFTH: The articles of incorporation of the Surviving Corporation shall be amended and restated in its entirety to read the same as the articles of incorporation of Longhorn, as in effect immediately prior to the time the Merger becomes effective, except that all references to the name of Longhorn therein shall be changed to refer to "Allergy Research Group, Inc.", until thereafter amended as provided therein and under the FBCA.

SIXTH: The bylaws of the Surviving Corporation shall be amended and restated in their entirety so that, immediately following the time the Merger becomes effective, they are identical to the bylaws of Longhorn as in effect immediately prior to the time the Merger becomes effective, except that all references to the name of Longhorn therein shall be changed to refer to "Allergy Research Group, Inc.", and, as so amended and restated, such bylaws shall be the bylaws of ARG, until further amended in accordance with the FBCA.

SEVENTH: The directors of Longhorn immediately prior to the time the Merger becomes effective shall be the initial directors of the Surviving Corporation and shall serve until the earlier of their resignation or removal or their respective successors are duly elected or

appointed and qualified, as the case may be. The officers of ARG immediately prior to the time the Merger becomes effective shall be the initial officers of the Surviving Corporation and shall serve until the earlier of their resignation or removal or until their respective successors have been duly elected or appointed and qualified, as the case may be.

EIGHTH: At the time the Merger becomes effective, by virtue of the Merger and without any action on the part of Longhorn, ARG, the Surviving Corporation or any holder of shares of Longhorn's capital stock, each share of Longhorn's common stock, par value \$0.001, shall be converted into and become one fully paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation.

NINTH: At the time the Merger becomes effective, by virtue of the Merger and without any action on the part of Longhorn, ARG, the Surviving Corporation or any holder of shares of ARG's capital stock, each Share issued and outstanding immediately prior to the time the Merger becomes effective (other than (i) any shares held in the treasury of ARG and each share owned by KIN (other than shares held by any direct or indirect wholly-owned subsidiary of KIN or of Longhorn) and (ii) any shares held by any person who is entitled to demand and properly demands appraisal of such shares pursuant to the FBCA) shall at the time the Merger becomes effective be canceled and converted automatically into the right to receive an amount in cash equal to \$1.33 per share.

TENTH: ARG's shareholders who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares.

The Merger Agreement and Plan of Merger were adopted by the board of directors of ARG on August 6, 2008. Pursuant to Section 607.1104 of the FBCA, because Longhorn owns at least 80 percent of the outstanding shares of each class of ARG's capital stock, approval of the shareholders of ARG was not required.


The Merger Agreement and Plan of Merger were adopted by Longhorn's board of directors on July 25, 2008, and by the requisite vote of Longhorn's shareholders on July 25, 2008.

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


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IN WITNESS WHEREOF, ARG and Longhorn have caused these Articles of Merger to be executed by the undersigned, each a duly authorized officer thereof, as of the 12th day of September, 2008.

LONGHORN ACQUISITION CORP.

By: 
Name: Kenichi Saito
Title: President

ALLERGY RESEARCH GROUP, INC.

By: 
Name: Manfred Salomon
Title: President