

P97000087259



ACCOUNT NO. : 072100000032

REFERENCE : 598569 4803460

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pijet

ORDER DATE : November 12, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 598569-005

CUSTOMER NO: 4803460

200002346022--1

CUSTOMER: Evelyn Verdon, Legal Asst
Lowenstein Sandler Kohl Fisher
65 Livingston Avenue

Roseland, NJ 07068-1791

ARTICLES OF MERGER

VITAL PHARMA, INC.

INTO

VP ACQUISITION CORP.

FILED
97 NOV 13 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

11/13
Jon Merger
W/ name change
RECEIVED
97 NOV 13 PM 10:53
OFFICE OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VITAL PHARMA, INC., a Delaware corporation, not qualified in Florida

INTO

VP ACQUISITION CORP. which changed its name to

VITAL PHARMA, INC., a Florida corporation, P97000087259.

File date: November 13, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

VITAL PHARMA, INC.
(a Delaware corporation)

AND

VP ACQUISITION CORP.
(a Florida corporation)

FILED

97 NOV 13 PM 3: 37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 Vital Pharma, Inc. ("Vital Pharma") with and into VP Acquisition Corp. ("VP").

2. The merger of Vital Pharma with and into VP is permitted by the laws of the jurisdiction of organization of Vital Pharma and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Vital Pharma was November 7, 1997.

3. The shareholders of VP entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 7, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

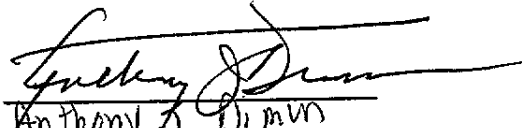
Executed on November 7, 1997

VITAL PHARMA, INC.

By:

Name:

Capacity:

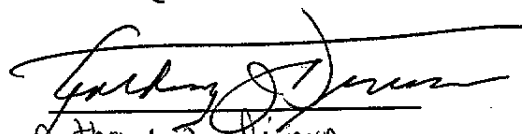

Anthony J. Dimun
Executive Vice President

VP ACQUISITION CORP.

By:

Name:

Capacity:


Anthony J. Dimun
Executive Vice President

PLAN OF MERGER adopted for Vital Pharma, Inc. ("Vital Pharma"), a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on November 7, 1997, and adopted for VP Acquisition Corp. ("VP"), a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 7, 1997. The names of the corporations planning to merge are Vital Pharma, a business corporation organized under the laws of the State of Delaware, and VP, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Vital Pharma plans to merge is VP.

1. Vital Pharma and VP shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, VP, which shall be the surviving corporation at the effective time and 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 the name Vital Pharma, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Vital Pharma, 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 laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time of the merger:

ARTICLE I
Corporate Name

The name of the corporation shall be Vital Pharma, Inc.

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger 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.

5. All of the issued shares of the non-surviving corporation immediately prior to the effective time and date of the merger, consisting of 1,553,334 shares, shall at the

effective time and date of merger be converted into a single share of the common stock of the surviving corporation. The issued shares of the surviving corporation shall not be 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.

6. 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 non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. 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 provided for.