

P98000008576

SCOTT F. BARNETT
CHARTERED
ATTORNEYS & COUNSELORS AT LAW

FILED
99 DEC -9 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October, 21, 1999

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Iyata Pharmaceuticals, Inc., a Wisconsin corp Merger
Iyata Pharmaceutical, Inc. a Florida Corporation.

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Merger, Plan of Merger, of the above referenced Corporation.
2. A check in the amount of \$70.00 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Merger and return to the undersigned a copy of the Articles of Merger marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned.
Thank you in advance for your cooperation.

Sincerely,

Scott F. Barnett

For the Firm

SFB:jmb

Enclosures-\$70.00 check, Articles of Merger

CC: Iyata

234 East Davis Boulevard
Tampa, Florida 33606
Voice 813.251.3330 • FAX 813.251.3841
E Mail SFBarnett@aol.com

Mengel

12/10/99

JS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

IYATA PHARMACEUTICAL, INC., a Wisconsin corporation not qualified in
Florida

INTO

IYATA PHARMACEUTICAL, INC., a Florida entity, P98000008576.

File date: December 9, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
between
IYATA PHARMACEUTICAL, INC.,
a Wisconsin corporation
(the "Disappearing Company")

and

IYATA PHARMACEUTICAL, INC.,
a Florida corporation
(the "Surviving Company")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER between IYATA PHARMACEUTICAL, INC., a Wisconsin corporation (the "Disappearing Company") and IYATA PHARMACEUTICAL, INC., a Florida corporation (the "Surviving Company")

ARTICLE I
MERGER

A. MERGER. The Disappearing Corporation has merged into the Surviving Corporation pursuant to the provisions of the Wisconsin Business Corporation Law and the Florida Business Corporation Act.

B. RESULT OF MERGER. The Disappearing Corporation is no longer in existence under Wisconsin law, save for those provisions thereof naming the Secretary of State of Wisconsin the agent for service of process of claims against the Surviving Corporation as is provided in the circumstances of a merger of a domestic Wisconsin corporation into a foreign corporation.

ARTICLE II
PLAN OF MERGER

A. PLAN OF MERGER. Attached hereto any, by this reference, made a part hereof, is that certain AGREEMENT AND PLAN OF MERGER signed on the 21st day of January, 1998 between IYATA PHARMACEUTICAL, INC., a Wisconsin corporation (hereinafter called the "Disappearing Company"), and a majority of the directors thereof, and IYATA PHARMACEUTICAL, INC., a Florida corporation (hereinafter called the "Surviving Company"), and a majority of the directors thereof (hereinafter sometimes referred to as the "Agreement and Plan of Merger").

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Articles of Merger between
IYATA PHARMACEUTICAL, Inc., a Wisconsin corporation
&
IYATA PHARMACEUTICAL, Inc., a Florida corporation

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B. APPROVAL OF AGREEMENT AND PLAN OF MERGER BY SHAREHOLDERS OF THE DISAPPEARING CORPORATION. The Agreement and Plan of Merger was approved by the Shareholders of the Disappearing Corporation effective the 25th day of March, 1998 by action without meeting pursuant to the provisions of the Wisconsin Business Corporation Law, §180.0703.

C. APPROVAL OF AGREEMENT AND PLAN OF MERGER BY SHAREHOLDERS OF THE SURVIVING CORPORATION. The Agreement and Plan of Merger was approved by the Shareholders of the Surviving Corporation effective the 25th day of March, 1998 by action without meeting pursuant to the provisions of the Florida Business Corporation Act, §607.0704.

ARTICLE III
EFFECTIVE DATE OF MERGER

The merger effected by the Agreement and Plan of Merger and the filing of these Articles of Merger with the Secretary of State of Wisconsin and the Secretary of State of Florida shall be effective as of the date of acceptance of these Articles of Merger by both of the respectively named officers of Wisconsin and Florida.

Signed this 10th day of May, 1998.



MICHAEL B. ADEKUNLE, M.D.

As President of Iyata Pharmaceutical, Inc., a Wisconsin corporation; and
As President of Iyata Pharmaceutical, Inc., a Florida corporation

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IYATA PHARMACEUTICAL, Inc., a Wisconsin corporation
&
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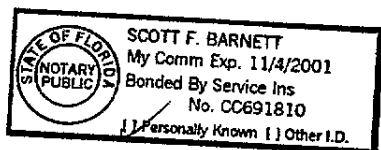
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STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

THE FOREGOING INSTRUMENT was acknowledged before me this 11 day of May, 1998 by MICHAEL B. ADKUNLE, M.D., who ✓ is personally known to me or _____ has produced _____ as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]



My Commission Expires:

Scott F. Barnett
Notary Public

Scott F. Barnett
(Printed Name of Notary)

CC691810
(Serial Number, if any)

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IYATA PHARMACEUTICAL, INC.,
a Wisconsin corporation
(the "Disappearing Company")

and

IYATA PHARMACEUTICAL, INC.,
a Florida corporation
(the "Surviving Company")

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER effective as of the date provided herein, between IYATA PHARMACEUTICAL, INC., a Wisconsin corporation (hereinafter called the "Disappearing Company"), and a majority of the directors thereof, and IYATA PHARMACEUTICAL, INC., a Florida corporation (hereinafter called the "Surviving Company"), and a majority of the directors thereof.

Whereas; the Disappearing Company has an authorized capital stock of Nine Thousand (9,000) shares, of which Five Thousand Nine Hundred and Eighty Five (5,985) shares have been duly issued and are now outstanding; and

Whereas; the address of the principal office of the Disappearing Company in its state of incorporation is:

735 North Water Street, Suite 612
Milwaukee, WI 53202

Whereas; the name and address of the registered agent of the Disappearing Company upon whom process may be served in the state of incorporation of the Disappearing Company is:

Dr. Michael B. Adekunle
1660 North Prospect Avenue, #705
Milwaukee, WI 53202

Whereas the Surviving Company has an authorized capital stock of Ten Million (10,000,000) shares, of which One Hundred (100) shares have been duly issued and are now outstanding; and

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Agreement and Plan of Merger between
IYATA PHARMACEUTICAL, Inc., a Wisconsin corporation
&
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Whereas; the address of the principal office of the Surviving Company in its state of incorporation:

15350 Amberly Drive, #4711
Tampa, FL 33647

Whereas; the name and address of the registered agent of the Surviving Company upon whom process may be served in the state of incorporation of the Surviving Company is:

MICHAEL B. ADEKUNLE, M.D.
15350 Amberly Drive, #4711
Tampa, FL 33647

Whereas; the Boards of Directors of the Disappearing Company and of the Surviving Company, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Disappearing Company merge with the Surviving Company under and pursuant to the provisions of :

Wisconsin Business Corporation Law
("Disappearing Company Governing Statutes")

and

Florida Business Corporation Act
("Surviving Company Governing Statutes")

NOW, THEREFORE, in consideration of the premises of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

ARTICLE I GENERAL PROVISIONS

The above recitals are, by this reference, incorporated herein and made a part hereof.

ARTICLE II TERMS AND CONDITIONS

A. MERGER. The Disappearing Company shall be and it hereby is merged into the Surviving Company.

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Agreement and Plan of Merger between
IYATA PHARMACEUTICAL, Inc., a Wisconsin corporation
&
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B. EFFECTIVE DATE. This Agreement and Plan of Merger shall become effective immediately upon compliance with the Disappearing Company Governing Statutes and the Surviving Company Governing Statutes (hereinafter called the "Effective Date").

C. RESULTS OF MERGER. The Surviving Company shall survive the merger herein contemplated and shall continued to be governed by the laws of the State of Florida, but the separate corporate existence of the Disappearing Company shall cease forthwith upon the Effective Date. The results of this merger are governed by the Disappearing Company Governing Statutes and the Surviving Company Governing Statutes. The jurisdiction of organization of the Surviving Company is the State of Florida and will be governed by the Surviving Company Governing Statutes.

D. AUTHORIZED CAPITAL. The authorized capital stock of the Surviving Company following the Effective Date shall be TEN MILLION (10,000,000) shares, unless and until the same shall be changed in accordance with the laws of the State of Florida.

E. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation set forth as Appendix A hereto shall be the Certificate of Incorporation of the Surviving Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Surviving Company or upon any other person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Company separate and apart from this Agreement and Plan of Merger and may be separately certified as the Certificate of Incorporation of the Surviving Company.

F. BYLAWS. The Bylaws set forth as Appendix B hereto shall be the Bylaws of the Surviving Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

G. FURTHER ASSURANCE OF TITLE. If at any time the Disappearing Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Company any right, title, or interest of the Disappearing Company held immediately prior to the Effective Date, the Disappearing Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Company as shall be necessary to carry out the purposes of this Agreement and Plan of Merger, and the

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Agreement and Plan of Merger between
IYATA PHARMACEUTICAL, Inc., a Wisconsin corporation
&
IYATA PHARMACEUTICAL, Inc., a Florida corporation

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Surviving Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Disappearing Company or otherwise.

H. RETIREMENT OF ORGANIZATION STOCK. Forthwith upon the Effective Date, each of the Five Thousand Nine Hundred and Eighty Five (5,985) shares of the Common Stock of the Disappearing Company presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of the Disappearing Company shall be issued in respect thereof.

I. CONVERSION OF OUTSTANDING STOCK. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the Disappearing Company and all rights in respect thereof shall be converted into One Thousand One Hundred and Eleven and 11/100 (1,111.11) fully paid and nonassessable share of Common Stock of the Surviving Company, and each certificate nominally representing shares of Common Stock of the Disappearing Company. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the Disappearing Company but, as certificates nominally representing shares of Common Stock of the Disappearing Company are surrendered by any holder of certificates nominally representing shares of Common Stock of the Disappearing Company, the Surviving Company will cause to be issued therefor certificates for One Thousand One Hundred and Eleven and 11/100 (1,111.11) shares of Common Stock of the Surviving Company in return for each share of the Disappearing Company so surrendered.

J. BOOK ENTRIES. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Surviving Company in accordance with the following:

1. The assets and liabilities of the Disappearing Company shall be recorded at the amounts at which they are carried on the books of the Disappearing Company immediately prior to the Effective Date with the appropriate adjustment to reflect the retirement of the Five Thousand Nine Hundred and Eighty Five (5,985) shares of Common Stock of the Disappearing Company presently issued and outstanding.

2. There shall be credited to the Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Company resulting from the conversion of the outstanding Common Shares of the Disappearing Company.

3. There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Disappearing Company immediately prior to the Effective Date.

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&
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4. There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Disappearing Company immediately prior to the Effective Date.

K. DIRECTORS. The names and post office addresses of the first directors of the Surviving Company following the Effective Date, who shall be One (1) in number and who shall hold office from the Effective Date until the annual meeting of shareholders of the Surviving Company and until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Dr. Michael B. Adekunle	15350 Amberly Drive, #4711 Tampa, FL 33647

L. OFFICERS. The names and post office addresses of the first officers of the Surviving Company following the Effective Date, who shall be Two (2) in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

<u>Name</u>	<u>Offices</u>	<u>Post Office Address</u>
Dr. Michael B. Adekunle	President	15350 Amberly Drive, #4711 Tampa, FL 33647
Dr. Michael B. Adekunle	Secretary	15350 Amberly Drive, #4711 Tampa, FL 33647

M. VACANCIES. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Company as the same are specified above, such vacancy shall thereafter be filled in the manner provided by the law and the Bylaws of the Surviving Company.

14. TERMINATION. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors of either company at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

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&
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IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement and Plan of Merger to be executed by a majority of its directors and its corporate seal to be hereunto affixed.

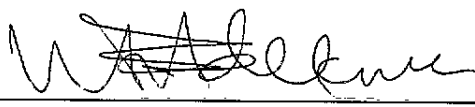
Signed and agreed this 21st day of JAN., 1998.

Melise Stuart
Witness

IYATA PHARMACEUTICAL, INC, a Wisconsin corporation

Gray Byford
Witness

Corporate Seal

by 
Dr. Michael B. Adekunle, Director

The above signing directors constitute a majority of the members of the Board of Directors of the Disappearing Company.

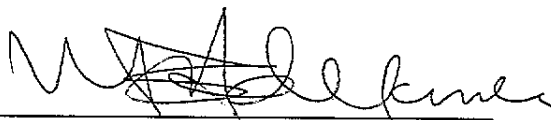
Signed and agreed this 21st day of JAN., 1998.

Melise Stuart
Witness

IYATA PHARMACEUTICAL, INC., a Florida corporation

Gray Byford
Witness

Corporate Seal

by 
Dr. Michael B. Adekunle, Director

The above signing directors constitute a majority of the members of the Board of Directors of the Surviving Company.

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