

P98000009368

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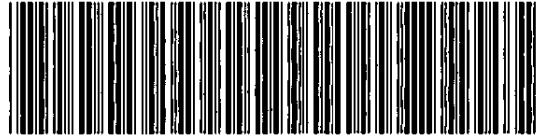
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2008 MAR 28 PM 4:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective date
3-31-08

merger
There is
4/1/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dynamic Health Products, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mandeep K. Taneja

(Contact Person)

GeoPharma, Inc.

(Firm/Company)

6950 Bryan Dairy Road

(Address)

Largo, Florida 33777

(City/State and Zip Code)

For further information concerning this matter, please call:

Jared Daniel Verteramo

(Name of Contact Person)

At (212) 930-9700

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

* - 2 original copies enclosed

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dynamic Health Products, Inc.	Florida	P98000009368

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Online Meds Rx, Inc.	Florida	P99000041084
Herbal Health Products, Inc.	Florida	P98000107578
Dynamic Marketing I, Inc.	Florida	P05000037705
Bob O'Leary Health Food Distributor Co., Inc.	Pennsylvania	N/A

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 03 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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
March 24, 2008 . _____ 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
March 24, 2008 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Dynamic Health Products, Inc.</u>	<u>Mandeep K. Taneja</u>	<u>Mandeep K. Taneja - Director</u>
<u>Online Meds Rx, Inc.</u>	<u>Mandeep K. Taneja</u>	<u>Mandeep K. Taneja - Director</u>
<u>Herbal Health Products, Inc.</u>	<u>Mandeep K. Taneja</u>	<u>Mandeep K. Taneja - Director</u>
<u>Dynamic Marketing I, Inc.</u>	<u>Mandeep K. Taneja</u>	<u>Mandeep K. Taneja - Director</u>
<u>Bob O'Leary, et. al.</u>	<u>Mandeep K. Taneja</u>	<u>Mandeep K. Taneja - Director</u>
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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, 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:

Name

Jurisdiction

Dynamic Health Products, Inc.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Online Meds Rx, Inc.

Florida

Herbal Health Products, Inc.

Florida

Dynamic Marketing I, Inc.

Florida

Bob O'Leary Health Food Distributor Co., Inc.

Pennsylvania

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 are as follows:

Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

(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:

Not Applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. The certificate of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
2. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization will be the by-laws 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 laws of the jurisdiction of its organization.
3. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization 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 by-laws of the surviving corporation.
4. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
5. As of the date first set forth above, the effect of this Plan of Merger shall be as provided in Section 607.1105 and other applicable provisions of the Florida Statutes. For federal income tax purposes, the Merger is intended to qualify as a tax-free reorganization pursuant to section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. Additionally, without limiting the generality of the foregoing, and subject thereto, upon the effectiveness of this Merger, all the property, rights, privileges, powers and franchises of the non-surviving corporation shall vest in Surviving Corporation, and all debts, liabilities and duties of the non-surviving corporation shall become the debts, liabilities and duties of Surviving Corporation.