

P99000021211



ACCOUNT NO. : 072100000032

REFERENCE : 592229 -8796A

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 70.00

FILED
00 FEB 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 17, 2000

ORDER TIME : 10:53 AM

ORDER NO. : 592229-010

CUSTOMER NO: 8796A

000003143040--8

CUSTOMER: Mr. William Schifino
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

ARTICLES OF MERGER

JAVA SPORTS.COM, INC.

INTO

BECAN DISTRIBUTORS, INC.

RECEIVED
00 FEB 22 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

G. COULLIETTE FEB 22 2000

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAVA SPORTS.COM, INC., a Florida corporation, P99000021211

INTO

BECAN DISTRIBUTORS, INC., an Ohio corporation not qualified in Florida.

File date: February 22, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

FILED
00 FEB 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

OF

JAVA SPORTS.COM, INC.
(a Florida corporation)

AND

BECAN DISTRIBUTORS, INC.
(an Ohio corporation)

Pursuant to the provisions of Chapter 607.1105, Florida Statutes and Chapter 1701.80 Ohio Statutes, these Articles of Merger provide that:

1. Java Sports.com, Inc., a Florida corporation ("Java"), shall be merged with and into Becan Distributors, Inc., an Ohio corporation ("Becan"), which shall be the surviving corporation.

2. Java and Becan are each wholly owned by DrugMax.com, Inc. (formerly known as Nutraceuticals.com Corporation), a Nevada corporation ("DrugMax").

3. The merger shall become effective on the day on which these Articles of Merger are filed by the Secretary of State of Florida and the Secretary of the State of Ohio (the "Effective Time").

4. The Agreement and Plan of Merger dated as of November 26, 1999 (the "Merger"), was unanimously adopted by DrugMax, the sole shareholder of Java and Becan, by resolutions adopted on November 26, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Java and Becan by their authorized officers on February 11, 2000.

Java Sports.com, Inc.

By: Stephen Watters
Name: STEPHEN WATTERS
Title: PRESIDENT

Becan Distributors, Inc.

By: William Lagambay
Name: William Lagambay
Title: Vice President

AGREEMENT AND PLAN OF MERGER

BETWEEN

NUTRICEUTICALS.COM CORPORATION
(a Nevada corporation)

JAVA SPORTS.COM, INC.
(a Florida corporation)

AND

BECAN DISTRIBUTORS, INC.
(an Ohio corporation)

Agreement and Plan of Merger dated as of November 26, 1999 by and among Nutriceuticals.com Corporation ("Nutraceuticals"), Becan Distributors, Inc. ("Becan") and Java Sports.com, Inc. ("Java").

WHEREAS, on September 8, 1999 Nutriceuticals and Dynamic Health Products, Inc. ("Dynamic") agreed to the acquisition by Nutriceuticals of Becan, a wholly owned subsidiary of Dynamic;

WHEREAS, on November 26, 1999 Nutriceuticals acquired Becan in accordance with the September 8, 1999 agreement;

WHEREAS, Java has issued and outstanding 100 shares of common stock and Becan has issued and outstanding 642.85 shares of common stock. Both Java and Becan are wholly owned subsidiaries of Nutriceuticals;

WHEREAS, the Board of Directors of each of Nutriceuticals, Java and Becan have approved, and deems it advisable and in the best interests of its respective shareholders to consummate the acquisition of Becan upon the terms and subject to the conditions set forth herein;

WHEREAS, on November 26, 1999 Nutriceuticals acquired Becan with the intent of consummating a tax free reorganization under Section 368(a)(2)(E) and Section 368(a)(1)(A) of the Internal Revenue Code. In order to carry out the merger, Java, a recently formed corporation and wholly owned subsidiary of Nutriceuticals with no operations, will consummate the merger with Becan; and

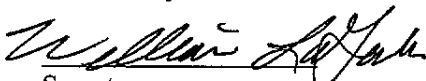
WHEREAS, this agreement of merger is to carryout the intent of the parties of the acquisition to be tax free under Section 368(a)(2)(E) and Section 368(a)(1)(A).

NOW, THEREFORE, the parties hereto agree as follows:


1. In accordance with the provisions of this Agreement, Chapter 607.1105 of Florida Statutes and Chapter 1701.80 of the Revised Code of Ohio, at the Effective Time (as defined below), Java shall be merged with and into Becan (the "Merger"), the separate and corporate existence of Java shall cease, and Becan (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the Ohio under its present name. (Becan and Java are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective on the date the articles of merger are filed with the Secretary of State of Florida and the Secretary of State of Ohio (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
 - (a) each issued and outstanding share of the capital stock of Java shall be canceled without payment of any consideration and without any conversion; and
 - (b) each issued and outstanding share of capital stock of Becan shall remain issued and outstanding.
6. The articles of incorporation of Becan in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

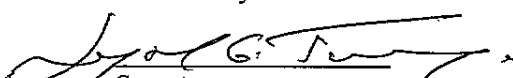
Attested By:


Secretary

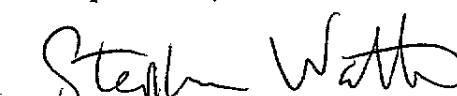
Nutriceuticals.com Corporation


President

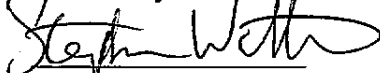
Attested By:


Secretary

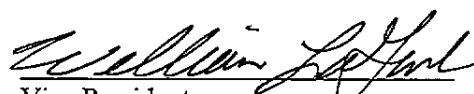
Java Sports.com, Inc.


President

Attested By:


Secretary

Becan Distributors, Inc.


Vice President