

P 99000066271



ACCOUNT NO. : 072100000032

REFERENCE : 773285 4322054

AUTHORIZATION

COST LIMIT : \$78.75

FILED
00 JUL 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 24, 2000

ORDER TIME : 9:56 AM

ORDER NO. : 773285-010

CUSTOMER NO: 4322054

500003336505--2

CUSTOMER: Sheppard Lane, Esq
Slatt & Lane
600 3rd Avenue, 33rd Floor
New York, NY 10016

ARTICLES OF MERGER

BIOSAMPLE.COM, INC.

INTO

BIOSAMPLE.COM, INC.

G. COULLETTE JUL 26 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

RECEIVED
00 JUL 26 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIOSAMPLE.COM, INC., a Florida corporation, P99000066271

INTO

BIOSAMPLE.COM, INC.. a Delaware corporation not qualified in Florida

File date: July 26, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

BIOSAMPLE.COM, INC. (Florida)

AND

BIOSAMPLE.COM, INC. (Delaware)

FILED
JUL 26 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The Plan of merger for merging BioSample.Com, Inc. (Florida) with and into BioSample.Com, Inc. (Delaware).

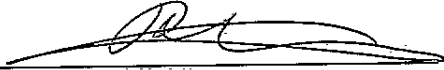
2. The shareholder(s) of BioSample.Com, Inc. (Delaware) entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 15, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of BioSample.Com, Inc. (Florida) with and into BioSample.Com, Inc. (Delaware), is permitted by the laws of the jurisdiction of organization of BioSample.Com, Inc. (Delaware) and of BioSample.Com, Inc. (Florida), and has been authorized in compliance with said laws of each jurisdiction. The date of approval and adoption of the Plan of Merger by the shareholders of BioSample.Com, Inc. (Delaware) was June 15, 2000.

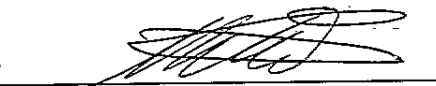
4. The effective time and date of the merger herein provided for in the State of Florida is 4:00 p.m. on June 15, 2000.

Executed on June 15, 2000

By


Ron Borstein, Chairman of
BioSample.Com, Inc. (FL)

By


Martin Cusack, President of
BioSample.Com, Inc (DE)

PLAN OF MERGER

PLAN OF MERGER adopted on June 15, 2000, by resolution of the Board of Directors of BioSample.Com, Inc. (Florida), a business corporation organized under the laws of the State of Florida, and adopted on June 15, 2000, by resolution of the Board of Directors of BioSample.Com, Inc. (Delaware), a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are BioSample.Com, Inc., a business corporation organized under the laws of the State of Florida, and BioSample.Com, Inc. (Delaware), a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which BioSample.Com, Inc. (Florida) plans to merge is BioSample.Com, Inc. (Delaware).

1. BioSample.Com, Inc. (Florida) and BioSample.Com, Inc. (Delaware), shall pursuant to the provisions of the Florida Business Corporations Act and the provisions of the laws of the jurisdiction of organization of BioSample.Com, Inc. (Delaware) be merged with and into a single corporation, to wit, BioSample.Com, Inc. (Delaware), which shall be the surviving corporation upon the effective 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 its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of BioSample.Com, Inc. (Florida), which is sometimes referred to herein as the "Non-Surviving Corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the Surviving Corporation at the effective time and 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 its organization.

3. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the Surviving Corporation at the effective time and 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 bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into common shares 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.

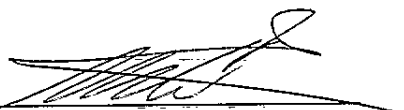
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and 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 Surviving Corporation, 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 Florida and of the State of Delaware, the jurisdiction of the Surviving Corporation, 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.

Executed on June 15, 2000

By 
Ron Borstein, Chairman of
BioSample.Com, Inc. (FL)

By 
Martin Cusack, President of
BioSample.Com, Inc (DE)

CERTIFICATE OF SECRETARY OF BIOSAMPLE.COM, INC. (Florida)

The undersigned, being the Secretary of BioSample.Com, Inc. (Florida), does hereby certify that:

Written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of the Florida Business Corporation Law and General Corporation Law of the State of Delaware.

Dated: June 15, 2000

A handwritten signature in black ink, appearing to read 'Ron Borstein', is written over a horizontal line.


Ron Borstein, Secretary of
BioSample.Com, Inc. (Fla)

CERTIFICATE OF SECRETARY OF BIOSAMPLE.COM, INC. (Delaware)

The undersigned, being the Secretary of BioSample.Com, Inc. (Delaware), does hereby certify that:

Written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of the Florida Business Corporation Law and General Corporation Law of the State of Delaware.

Dated: June 15, 2000


Martin Cusack, Secretary of
BioSample.Com, Inc. (Del)