



S20562

ACCOUNT NO. : 072100000032

REFERENCE : 457567 4392335

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 SEP -5 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 4, 2001

ORDER TIME : 1:02 PM

ORDER NO. : 457567-010

CUSTOMER NO: 4392335

500004572175-1-5

CUSTOMER: Ms. Marian Gustafson
Kirkpatrick & Lockhart LLP
1251 Avenue Of The Americas
45th Fl.
New York, NY 10020-1104

ARTICLES OF MERGER

FILE 2ND*****

AUTHORGENICS, INC.

INTO

HIGHRAPIDS, INC.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 SEP -5 PM 2:38
NOT PREPARED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

C. Coulliette SEP 06 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTHORGENICS, INC., a Florida corporation, S20562

INTO

HIGHRAPIDS, INC., a Delaware entity not qualified in Florida.

File date: September 5, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

AUTHORGENICS, INC.

AND

HIGHRAPIDS, INC.

FILED
01 SEP -5 PM 3:56
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 parent business corporation and the foreign wholly-owned subsidiary business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging Authorgenics, Inc. (the "Terminating Corporation") a domestic parent business corporation organized under the laws of the State of Florida, with and into HighRapids, Inc. (the "Surviving Corporation"), its wholly-owned subsidiary, a business corporation organized under the laws of the State of Delaware, as approved and adopted at a meeting by the Board of Directors of the Terminating Corporation on March 19, 2001:

a. The Terminating Corporation and the Surviving Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law be merged within and into a single corporation (the "Merger"), to wit, the Surviving Corporation, shall be the surviving corporation upon the Effective Time of Merger (as hereinafter defined), and shall continue to exist as said Surviving Corporation under its present name, HighRapids, Inc., pursuant to the provisions of the laws of the State of Delaware. The separate existence of the Terminating Corporation shall cease at the Effective Date in accordance with the provisions of the Florida Business Corporation Act.

b. The Certificate of Incorporation of the Surviving Corporation upon the Effective Time of 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 Delaware General Corporation Law.

c. The bylaws of the Surviving Corporation as in force and effect upon the Effective Time of Merger in the jurisdiction of its organization shall continue to be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

d. The directors and officers in office of the Surviving Corporation upon the Effective Time of Merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the 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.

e. From and after the Effective Time of Merger, all of the estate, property, rights, privileges, powers, and franchises of the Terminating Corporation shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Terminating Corporation, and the Surviving Corporation shall assume all of the obligations of the Terminating Corporation.

f. From and after the Effective Time of Merger, the holders of all of said issued and outstanding common stock or preferred stock of the Terminating Corporation shall automatically be and become holders of common stock or preferred stock of the Surviving Corporation upon the basis below specified, whether or not certificates representing said shares are then issued and delivered. Each share of common stock, \$.001 par value, of the Terminating Corporation which shall be issued and outstanding immediately prior to Effective Time of Merger shall be converted into one issued and outstanding share of common stock, \$.001 par value, of the Surviving Corporation, and each share of preferred stock, \$.01 par value, of the Terminating Corporation which shall be issued and outstanding immediately prior to the Effective Time of Merger shall be converted into one issued and outstanding share of preferred stock, \$.01 par value, of the Surviving Corporation of the same series and with substantially identical rights, preferences, privileges and limitations.

g. From and after the Effective Time of Merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock or preferred stock of the Terminating Corporation may surrender the same to the Surviving Corporation at its office in Marietta, Georgia, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing a pro rata number of shares of common stock or preferred stock, as the case may be, of the Surviving Corporation. Until so surrendered, each outstanding certificate which prior to the Effective Time of Merger represented one or more shares of common stock or preferred stock of the Terminating Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock or preferred stock of the Surviving Corporation.

h. From and after the Effective Time of Merger, each holder of any option or warrant to purchase any capital stock of the Terminating Corporation may surrender the same to the Surviving Corporation at its office in Marietta, Georgia, and such holder shall be entitled upon such surrender to receive in exchange therefore a pro rata number of options or warrants, as the case may be, of the Surviving Corporation. Until so surrendered, each outstanding option or warrant, which prior to the Effective Time of Merger represented one or more options or warrants to purchase capital stock of the Terminating Corporation, shall be deemed for all corporate purposes to evidence ownership of an equal number of options or warrants to purchase corresponding capital stock of the Surviving Corporation.

i. From and after the Effective Time of Merger, each share of common stock of the Surviving Corporation issued and outstanding immediately prior thereto shall be canceled and returned to the status of authorized but unissued shares of common stock of the Surviving Corporation.

j. From and after the Effective Time of Merger, the assets and liabilities of the Terminating Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation at the amounts at which they would be carried at such time on the respective books of the Terminating Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the Merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation immediately after the Effective Time of Merger shall be equal to the capital and surplus of the Terminating Corporation and the Surviving Corporation.

k. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the Merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the provisions of the Delaware General Corporation Law.

l. In the event that Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the Merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in the manner prescribed by the provisions of the Delaware General Corporation Law, the Terminating Corporation and the Surviving Corporation thereby 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, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

m. At any time before the Effective Time of Merger, the Merger may be terminated and may be abandoned by the respective Boards of Directors of either the Terminating or Surviving Corporations, notwithstanding the approval of this resolution by the shareholders of the Terminating Corporation, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the respective Boards of Directors of either corporation, such action would be in the best interest of either corporation. In the event of termination of the Merger, this Plan of Merger shall become void and of no effect and there shall be no liability on the part of either the Terminating Corporation or the Surviving Corporation or their respective Boards of Directors or shareholders with respect thereto, except that the Terminating Corporation shall pay all expenses incurred in connection with the Merger or relating thereto.

n. The Board of Directors and the proper officers of the Terminating 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.

o. The Merger herein provided for shall become effective upon the filing of the Articles of Merger in the State of Florida on the date on which the Secretary of State of the State of Florida files said Articles of Merger (the "Effective Time of Merger")."

2. The shareholders entitled to vote on the aforesaid Plan of Merger of the Terminating Corporation, approved and adopted the Plan of Merger by written consent given by them on August 6, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

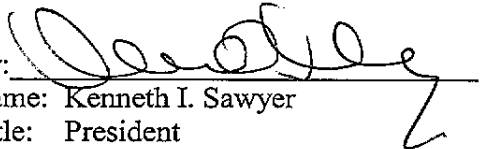
3. The merger of the Terminating Corporation with and into the Surviving Corporation is permitted by laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. Shareholder approval of the Surviving Corporation was not required for the merger.

Executed on August 21, 2001

AUTHORGENICS, INC.

By: 
Name: Kenneth I. Sawyer
Title: President

HIGHRAPIDS, INC.

By: 
Name: Kenneth I. Sawyer
Title: President