

SH 2560

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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CORPORATION(S) NAME

Intelligenx, Inc. (DE)
Merging: Intelligenz, Inc. (FL)

Merger

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED
00 APR 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
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Examiner ASR
Updater ASR
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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RECEIVED
00 APR 13 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTELLIGENX, INC., a Florida corporation S42560
,

INTO

INTELLIGENX, INC., a Delaware corporation not qualified in Florida.

File date: April 13, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
INTELLIGENX, INC., a Florida corporation
INTO
INTELLIGENX, INC., a Delaware corporation

00 APR 13 PM 1:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 and Section 607.1105 of the Florida Business Corporation Act, ("FBCA") Intelligenx, Inc., a Florida corporation (the "Merging Corporation"), and Intelligenx, Inc., a Delaware corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger").

FIRST: The Agreement and Plan of Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the FBCA, is set forth in these Articles of Merger, including Exhibit A hereto, which Exhibit is incorporated herein by referral and constitutes part of these Articles of Merger as though restated in its entirety.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Corporation or, the Surviving Corporation, (i) the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation of the Merger and the separate existence of the Merging Corporation shall thereupon cease, and (ii) all of the shares of capital stock of the Merging Corporation outstanding immediately prior to the Effective Time shall be exchanged at the Effective Time into an aggregate number of shares of common stock, par value \$.001 per share, of the Surviving Corporation as set forth in Exhibit B hereto (the "New Shares") at a rate of 20,000 to one, and such New Shares shall be allocated among the shareholders of the Surviving Corporation as provided in Exhibit B hereto. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and all property, rights, privileges, policies and franchises of each of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the Surviving Corporation and the Merging Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

THIRD: The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation upon and following the Effective Time until thereafter amended in accordance with applicable law.

FOURTH: The Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation upon and following the Effective Time, until thereafter amended in accordance with applicable law.

FIFTH: The officers and directors of the Surviving Corporation immediately prior to the Effective Time shall continue to be the officers and directors of the Surviving Corporation from and after the Effective Time, each continuing to hold his same respective position(s) as a

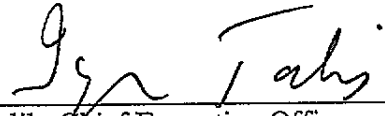
director and/or officer of the Surviving Corporation, until their respective successors are duly elected and qualified.

SIXTH: The Plan of Merger was approved by unanimous written consent of the Board of Directors and shareholders of the Surviving Corporation dated as of March 30, 2000, and by unanimous written consent of the Board of Directors and shareholders of the Merging Corporation dated as of March 30, 2000.

IN WITNESS WHEREOF, each of the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 31st day of March, 2000.

INTELLIGENX, INC., A Florida Corporation

By: _____


Iqbal Talib, Chief Executive Officer

INTELLIGENX, INC., A Delaware Corporation

By: _____

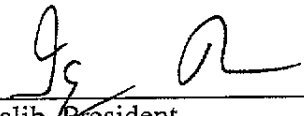

Iqbal Talib, President

EXHIBIT A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, is made and entered into as of this 20th day of March, 2000, by and between Intelligenx, Inc., a Florida corporation (the "*Merging Corporation*"), and Intelligenx, Inc., a Delaware corporation (the "*Surviving Corporation*").

WITNESSETH

WHEREAS, each of the Merging Corporation and the Surviving Corporation desires that the Merging Corporation merge with and into the Surviving Corporation;

WHEREAS, the Merging Corporation originally caused its Articles of Incorporation to be filed in the offices of the Department of State of the State of Florida on April 2, 1991, and has authorized 1,000 shares of common voting stock, par value \$1.00 per share, (the "*Merging Corporation Stock*");

WHEREAS, the Merging Corporation has duly issued or reserved for issuance, as of the date hereof, 673.3996 shares of the common voting stock;

WHEREAS, the Surviving Corporation caused its Certificate of Incorporation to be filed in the office of the Secretary of State of the State of Delaware on March 10, 2000, and has authorized capital stock of (i) 20,000,000 shares of common stock (the "*Surviving Corporation Common Stock*"), par value per share of \$0.001, the aggregate par value of which is \$20,000 and of which no shares are issued and outstanding.

WHEREAS, the registered office of the Merging Corporation in the State of Florida is located at 7855 NW 12th Street, Suite 206, Miami, Florida 33126, and the registered office of the Surviving Corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company; and

WHEREAS, the respective Boards of Directors of the constituent corporations desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the corporations that are the parties hereto do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

FIRST: At the time at which the Merger (the "*Merger*") provided in this Agreement shall become effective (the "*Effective Time*"), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware, whereupon the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall be the corporation surviving the Merger.

SECOND: The Certificate of Incorporation of the Surviving Corporation, as in effect on the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

THIRD: The manner and basis of converting or exchanging issued stock or other securities of the Merging Corporation into stock of the Surviving Corporation shall be as follows:

(a) Each share of Merging Corporation Stock that is issued and outstanding at the Effective Time shall by virtue of the Merger and without any further action by the Surviving Corporation or the holder of such stock, be converted into 20,000 shares of Surviving Corporation Common Stock.

(b) After the Effective Time, each outstanding certificate representing issued shares of Merging Corporation Stock will be treated by the Surviving Corporation for all corporate purposes as evidencing ownership of that number of shares of Surviving Corporation Common Stock determined in accordance with the provisions of (a) hereof.

(c) The sole share of Surviving Corporation Common Stock that is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without further action, cease to exist and shall be canceled.

(d) Promptly after the Effective Time, each holder of a certificate evidencing shares of the Merging Corporation shall submit such certificate to the Secretary of the Surviving Corporation, and, upon receipt thereof, the Surviving Corporation shall issue and deliver a new certificate to the respective holder evidencing ownership of that number of shares of the Surviving Corporation Common Stock as set forth opposite such stockholder's name on Exhibit 1 hereto under the caption "*Number of Shares of the Surviving Corporation Common Stock*".

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist at the Effective Time shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation and shall continue in office for the terms provided by law or in the By-laws, or until their respective successors are elected and qualified.

(c) The Merger shall become effective upon acceptance of the Certificate of Merger by the Office of the Secretary of State of the State of Delaware in accordance with the provisions of paragraph (c)(3) of Section 103 of the General Corporation Law of the State of Delaware.

(d) Any deficit in retained earnings recorded on the books and records of the Merging Corporation immediately prior to the Effective Time shall be recorded as a deficit in retained earnings on the books and records of the Surviving Corporation immediately after the Effective Time.

(e) At the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registration, and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Merging Corporation and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merging Corporation and the Surviving Corporation, respectively. All rights of creditors of the Merging Corporation and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Time, the last acting officers of the Merging Corporation, or the corresponding officers of the Surviving Corporation, may, in the name of the Merging Corporation, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(f) The Surviving Corporation hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation; (ii) irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the Merging Corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Florida.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing of the Certificate of Merger with the Office of the Secretary of State of the State of Delaware. This Agreement may be amended by the boards of directors of the constituent corporations at any time prior to the date of filing of the Certificate of Merger with the Office of the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of any constituent corporation shall not alter or change: (a) the amount or kind of shares, obligations, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of such constituent corporation, (b) any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) any of the terms and conditions of this

Agreement if such alteration or change would adversely affect the holders of any shares of such constituent corporation.

SIXTH: (a) This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

(b) This Agreement shall be binding upon and shall inure to the benefit of the parties and their respective successors and assigns, provided that this Agreement may be assigned by operation of law or otherwise by any party without the consent of the other parties.

(c) This Agreement contains the entire agreement between the parties hereto with respect to the transactions contemplated herein, and supersedes all prior agreements and understandings, whether written or oral, between the parties hereto with respect to the subject matter of this Agreement.

(d) The Merging Corporation and the Surviving Corporation each agree to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement expeditiously the transactions contemplated by this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, as of the day and year first written above.

ATTEST:

INTELLIGENX, INC.,
A FLORIDA CORPORATION (THE MERGING CORPORATION)

By: Shamim Talib
Shamim Talib, Secretary

By: Iqbal A. Talib
Iqbal A. Talib, Chief Executive Officer

ATTEST:

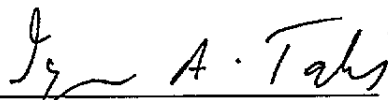
INTELLIGENX, INC.,
A DELAWARE CORPORATION (THE SURVIVING CORPORATION)

By: Lars Scofield
Lars Scofield, Secretary

By: Iqbal A. Talib
Iqbal A. Talib, President

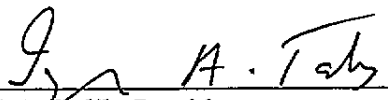
Acknowledgement

THE UNDERSIGNED, President of Intelligenx, Inc., a Florida corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Iqbal A. Talib, Chief Executive Officer

THE UNDERSIGNED, President of Intelligenx, Inc., a Delaware Corporation, who executed on behalf of said corporation the foregoing Agreement and Plan of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Agreement and Plan of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Iqbal A. Talib, President

**EXHIBIT 1 TO
AGREEMENT AND PLAN OF MERGER OF
INTELLIGENX, INC.
(a Florida corporation)
AND
INTELLIGENX, INC.
(a Delaware corporation)**

Stockholder Name	Number of Shares of the Surviving Corporation Common Stock
Amin Mitha/Aminmohamed A. Mitha Trustee for Aminmohamed A. Mitha Trust	110,400
Aziz Tejpar and Nirza Tejpar	242,880
Suleman Verjee	331,200
Manjul Shah	331,200
Kunjana Mavunda and Kanta Shah Joint Tenants with Right of Survivorship	110,400
John O'Brien	220,800
Mirza Jesani and Shahnaz Jesani	960,000
Firoz Noorani and Majidah Noorani Tenants by the Entireties with Full Right of Survivorship	121,211
Iqbal A. Talib	3,634,913
Shamim Talib	3,634,912
Zubair A. Talib	1,938,620
Zohra T. Tejani	484,655
Total:	12,121,191