

S98044



ACCOUNT NO. : 072100000032  
REFERENCE : 694038 8796A  
AUTHORIZATION : Patricia Pigots  
COST LIMIT : \$ 78.75

FILED  
00 MAY 12 PM 4:32  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : May 11, 2000  
ORDER TIME : 2:55 PM  
ORDER NO. : 694038-010  
CUSTOMER NO: 8796A

900003251629--7

CUSTOMER: Ms. Amy Herstine  
Schifino & Fleischer  
One Tampa City Center, #2700  
201 North Franklin Street  
Tampa, FL 33602

ARTICLES OF MERGER

S & S ACQUISITIONS INC.

INTO

BIOPATH INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

RECEIVED  
00 MAY 12 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COULLETTE MAY 15 2000

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

S & S ACQUISITIONS INC., a Delaware corporation not qualified

INTO

**BIOPATH INC.**, a Florida entity, S98044

File date: May 12, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER**

**OF**

**S & S ACQUISITIONS INC.**  
**(a Delaware corporation)**

**AND**

**BIOPATH INC.**  
**(a Florida corporation)**

**FILED**  
**00 MAY 12 PM 4:32**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. S & S Acquisitions Inc. ("S&S"), a Delaware corporation, shall be merged with and into Biopath Inc. ("Biopath"), a Florida corporation, which shall be the surviving corporation.
2. The merger shall become effective on the day that both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Delaware (the "Effective Time").
3. The Agreement and Plan of Merger dated May 10, 2000 pursuant to which S&S shall be merged with and into Biopath (the "Merger"), was adopted by the sole shareholder of S&S and by the sole shareholder of Biopath, by written consent each dated May 10, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of May 10, 2000.

S & S Acquisitions Inc., a Delaware corporation

By: W. Speck  
WALTER SPECK, President

By: Joanne Fin  
Joanne Fin, Secretary

Biopath Inc., a Florida corporation

By: Joseph W. Small  
Joseph W. Small, President

By: Joanne Fin  
Joanne Fin, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2000, by Dr. Wanda Spear, as President of S & S Acquisitions Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced A Drivers License as identification and did take an oath.

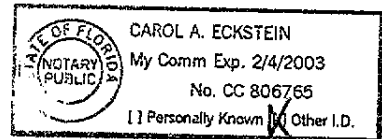
NOTARY PUBLIC

sign Carol A. Eckstein

print CAROL A. ECKSTEIN

State of Florida at Large (Seal)  
My Commission Expires:

ACKNOWLEDGMENT



STATE OF FLORIDA

COUNTY OF PALM BEACH

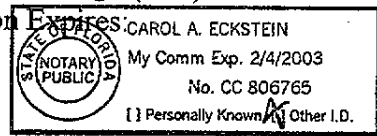
The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2000, by Joseph N. Simon, as President of Biopath Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced A Drivers License as identification and did take an oath.

NOTARY PUBLIC

sign Carol A. Eckstein

print CAROL A. ECKSTEIN

State of Florida at Large (Seal)  
My Commission Expires:



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**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**S & S Acquisitions Inc.**  
**(a Delaware corporation)**

**AND**

**Biopath Inc.**  
**(a Florida corporation)**

Agreement and Plan of Merger dated May 10, 2000 between S & S Acquisitions Inc. ("S&S"), a Delaware corporation, and Biopath Inc. ("Biopath"), a Florida corporation.

**AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporation Act, at the Effective Time, S&S shall be merged with and into Biopath (the "Merger"), the separate and corporate existence of S&S shall cease, and Biopath shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (S&S and Biopath are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective on the day that both a Certificate of Ownership and Merger has been filed by the Secretary of State of Delaware and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. 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 or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- a. Each share of Common Stock, no par value, of S&S which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of Common Stock, \$.01 par value, of Biopath, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of Common Stock of S&S shall automatically be and become holders of shares of Biopath upon the basis above specified whether or not certificates representing said shares are then issued and delivered.
  - b. Each issued and outstanding share of capital stock of Biopath owned by S&S shall be canceled without payment of any consideration and without any conversion.
5. The articles of incorporation of Biopath in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

S & S Acquisitions Inc.  
a Delaware corporation

Attested by: *Jeanne Linn*  
Secretary

By: *W. Speltz, President*  
*Werner Specht*

Biopath Inc.  
a Florida corporation

Attested by: *Jeanne Linn*  
Secretary

By: *Joseph W. Small*  
*President*

ACKNOWLEDGMENT

STATE OF FLORIDA

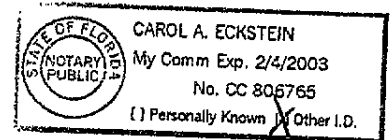
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2000, by Dr. Warren Splecht as President of S & S Acquisitions Inc. Corporation, a Delaware corporation, on behalf of the Company. He is personally known to me or has produced Drivers License as identification and did take an oath.

NOTARY PUBLIC:

sign: Carol A. Eckstein  
print: CAROL A. ECKSTEIN  
State of Florida at Large (Seal)  
My Commission Expires:

ACKNOWLEDGMENT



STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2000, by Joseph N. Simon as President of Biopath Inc. Corporation, a Florida corporation, on behalf of the Company. He is personally known to me or has produced Drivers License as identification and did take an oath.

NOTARY PUBLIC:

sign: Carol A. Eckstein  
print: CAROL A. ECKSTEIN  
State of Florida at Large (Seal)  
My Commission Expires:

