



V28787

ACCOUNT NO. : 072100000032

REFERENCE : 803287 170159A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : May 1, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 803287-005

CUSTOMER NO: 170159A

CUSTOMER: Ms. Carrie P. Fagan
Bruce Brashear, Esq
Suite A
920 N. W. 8th Avenue
Gainesville, FL 32601

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 PM 2:34

ARTICLES OF MERGER

INTEGRATED PLANT GENETICS,
INC.

INTO

INTEGRATED PLANT GENETICS,
INC.

400002507494--5
-05/01/98--01042--005
****122.50 ****122.50

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant
EXAMINER'S INITIALS:

Merger
5-1-98

RECEIVED
98 MAY -1 AM 10:42
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTEGRATED PLANT GENETICS, INC., a Florida corporation, V28787

INTO

INTEGRATED PLANT GENETICS, INC., a Delaware corporation not qualified in
Florida

File date: May 1, 1998

Corporate Specialist: Cheryl Coulliette

B R U C E B R A S H E A R
C o u n s e l o r A t L a w

920 N.W. 8th Avenue, Suite A
Gainesville, FL 32601
voice: 352/336-0800
fax: 352/336-0505
e-mail: bruce@afn.org

April 30, 1998

Secretary of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

RE: Merger of INTEGRATED PLANT GENETICS, INC. (Florida)
with and into INTEGRATED PLANT GENETICS, INC. (Delaware)

Gentlemen:

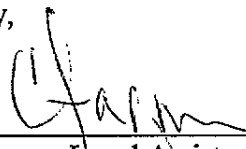
Enclosed please find the original and one (1) copy of the Articles of Merger for the above-referenced Florida corporation.

Also enclosed, please find our check in the amount of \$122.50 representing the following:

Filing Fee (\$35.00 per corporation)	\$ 70.00
Certified Copy of Articles of Merger	52.50

Please advise should you require further information.

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER

ARTICLES OF MERGER of **INTEGRATED PLANT GENETICS, INC.**, a Florida corporation, and **INTEGRATED PLANT GENETICS, INC.**, a Delaware corporation, dated April 30, 1998.

I. Plan of Merger.

1. **Name.** The name of each constituent corporation is as follows: **INTEGRATED PLANT GENETICS, INC.** (the "Florida Corporation") and **INTEGRATED PLANT GENETICS, INC.** (the "Delaware Corporation"). The Florida Corporation will be merged into the Delaware Corporation. The name of the surviving corporation is **INTEGRATED PLANT GENETICS, INC.**

2. **Terms and Conditions.** Anything herein or elsewhere to the contrary notwithstanding, the merger shall not be made effective if prior to the effective date of the merger:

(a) The Boards of Directors of the Florida Corporation and the Delaware Corporation elect that it shall not be made effective; or

(b) The holders of more than one-half of the common shares of either corporation have objected to the merger; or

(c) Satisfactory arrangements have not been made for exchanging the outstanding shares of the Florida Corporation for common shares of the Delaware Corporation at, or prior to, the effective date of the merger.

3. **Treatment of Shares of Constituent Corporations.** The manner of converting the shares of the Florida Corporation into shares of the Delaware Corporation is as follows:

(a) On the effective date of the merger, each common share of the \$1.00 par value stock of the Florida Corporation which shall be issued and outstanding shall be converted into one (1) common share of the Delaware Corporation.

(b) Upon the effective date of the merger, each holder of an outstanding certificate of certificates theretofore representing common shares of the Florida Corporation shall surrender the same to the Delaware Corporation. Such holder shall be entitled upon such surrender to receive a certificate or certificates representing the full number of common shares of the Florida Corporation into which the common shares of the Delaware Corporation theretofore represented by such certificates shall have been converted. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented common shares of the Florida Corporation, shall be deemed for all corporate purposes, other than payment of dividends, to evidence ownership of the common shares of the Delaware Corporation into which such shares shall have been converted.

II. Approval of Plan of Merger

1. **Corporate Formalities.** The foregoing Plan of Merger was approved in accordance with the Articles of Incorporation as the same may have been amended as of the date of such approval of each corporation.

2. **Approval of Integrated Plant Genetics, Inc. (Florida).** Effective April 30, 1998, the Board of Directors and Shareholders of Integrated Plant Genetics, Inc. adopted the Plan of Merger by unanimous consent.

3. **Approval of Integrated Plant Genetics, Inc. (Delaware).** Effective April 30, 1998, the Board of Directors and Shareholders of Integrated Plant Genetics, Inc. adopted the Plan of Merger by unanimous consent.

IV. Authorized and Outstanding Shares.

1. **Florida Corporation.** The Florida Corporation is authorized to issue 500 shares of its common stock, 500 of which shares of which are currently outstanding and are owned by Dean W. Gabriel.

2. **Delaware Corporation.** The Delaware Corporation is authorized to issue 10,000,000 shares of its common stock, 1,399,500 shares of which are currently issued and outstanding and are owned by Dean W. Gabriel (799,500 shares) and Kenneth M. Cornell (600,000). No preferred shares have been issued.

V. Shares Voting for Plan of Merger.

1. **Florida Corporation.** All of the 500 shares of the Florida Corporation, which are issued and outstanding, voted for the Plan of Merger.

2. **Delaware Corporation.** All of the 1,399,500 shares of the Delaware Corporation, which are issued and outstanding, voted for the Plan of Merger.

VI. Domicile of Surviving Corporation.

The Delaware Corporation, the surviving corporation, shall be a Delaware corporation.

VII. Effective Date.

The effective date of the merger for accounting and for all other purposes will be the date which the appropriate certificate is issued by the Florida Secretary of State.

INTEGRATED PLANT GENETICS, INC.
(Florida)

By: Dean W. Gabriel
Title: President

INTEGRATED PLANT GENETICS, INC.
(Delaware)

By: Dean W. Gabriel
Title: Chairman

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 30 day of April, 1998,
by Dean W. Gabriel, holding the office of President of Integrated Plant Genetics,
Inc. (Florida) and who is personally known to me as identification and who did (did not) take an oath.



Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Carrie P. Fagan
Notary Public, State at Large

Printed Name
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 30 day of April, 1998, by
Dean W. Gabriel, holding the office of Chairman of Board of Integrated Plant Genetics, Inc.
(Delaware) and who is personally known to me and who did (did not) take an oath.



Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Carrie P. Fagan
Notary Public, State at Large

Printed Name
My Commission Expires: