

# H58964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

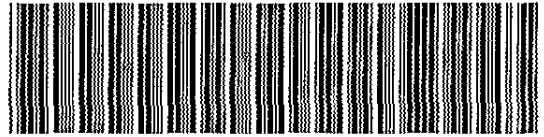
(Business Entity Name)

(Document Number)

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## 500009549795

EFFECTIVE DATE

12/31/02

12/23/02--01074--020 \*\*140.00

*merger*

RECEIVED  
02 DEC 23 PM 12:30  
UNITED STATES  
FILING OFFICE  
TALLAHASSEE, FLORIDA

FILED IN  
02 DEC 23 PM 2:53  
UNITED STATES  
FILING OFFICE  
TALLAHASSEE, FLORIDA

*\*00789, 00561, 00524,*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

SAFESKIN REAL ESTATE, INC., a Delaware corporation not authorized to transact business in Florida

TACTYL TECHNOLOGIES, INC., a Delaware corporation not authorized to transact business in Florida

VALUE SELECT CORPORATION, a Delaware corporation not authorized to transact business in Florida

INTO

**SAFESKIN CORPORATION**, a Florida entity, H58964.

File date: December 23, 2002 , effective December 31, 2002

Corporate Specialist: Annette Ramsey

CT CORPORATION

December 23, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5746435 SO  
Customer Reference 1:  
Customer Reference 2: 214 740-8577

Dear Secretary of State, Florida:

Please file the attached:

Safeskin Corporation (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 24, 2002

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: SAFESKIN CORPORATION  
Ref. Number: H58964

RECEIVED  
02 DEC 26 PM 12:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for SAFESKIN CORPORATION and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please note the first sentence under Exhibit A (on page 1, plan of merger). The plan cannot be dated December 31 since the merger was submitted for filing on December 23. It should give the date that the plan of merger was actually adopted.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 402A00067320

*Please book - date*

*AM*  
*AM*

EFFECTIVE DATE  
12/31/02

FILED  
02 DEC 23 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**SAFESKIN REAL ESTATE, INC.,  
TACTYL TECHNOLOGIES, INC.,  
VALUE SELECT CORPORATION,  
the non-surviving corporations**

**with and into**

**SAFESKIN CORPORATION  
the surviving corporation**

Pursuant to Section 607.1105, F.S., the undersigned surviving corporation hereby executes these Articles of Merger:

**ARTICLE I – Surviving Corporation**

"Safeskin Corporation" is the name of the corporation surviving the merger and is a Florida corporation. Its name has not been changed as a result of the merger. The merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

**ARTICLE II – Merging Corporations**

Safeskin Real Estate, Inc., Tactyl Technologies, Inc. and Value Select Corporation (collectively "Subsidiaries") are all Delaware corporations that are wholly owned by Safeskin Corporation. None of the Subsidiaries will survive the merger.

**ARTICLE III – Plan of Merger**

The Plan of Merger is set forth in "Exhibit A" attached hereto and made a part hereof.

**ARTICLE IV – Manner of Adoption  
and Vote of Surviving Corporation**

Shareholder approval of the surviving corporation is not required. The Plan of Merger was adopted on the date specified by the Plan of Merger by the board of directors of the surviving corporation without shareholder action in accordance with Section 607.1104 as the surviving corporation owns 100% of the outstanding stock of each of the subsidiaries.

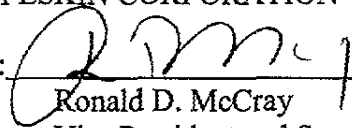
**ARTICLE V – Effective Date**

The effective date of the merger is December 31, 2002.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger in its corporate name this 12th day of December, 2002.

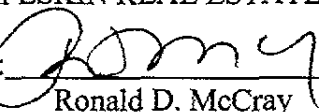
**SURVIVING CORPORATION**

SAFESKIN CORPORATION

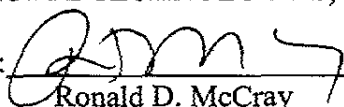
By:  \_\_\_\_\_  
Ronald D. McCray  
Vice President and Secretary

**NON-SURVIVING CORPORATIONS**

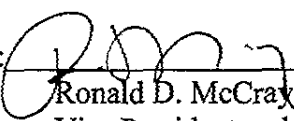
SAFESKIN REAL ESTATE, INC.

By:  \_\_\_\_\_  
Ronald D. McCray  
Vice President and Secretary

TACTYL TECHNOLOGIES, INC.

By:  \_\_\_\_\_  
Ronald D. McCray  
Vice President and Secretary

VALUE SELECT CORPORATION

By:  \_\_\_\_\_  
Ronald D. McCray  
Vice President and Secretary

## **EXHIBIT A**

### **PLAN OF MERGER**

THIS PLAN OF MERGER dated as of December 12, 2002 is made and entered into by and between Safeskin Corporation, a Florida corporation ("Parent"), and the following wholly-owned subsidiaries of Parent: Safeskin Real Estate Inc., a Delaware corporation, Tactyl Technologies, Inc., a Delaware corporation, Value Select Corporation, a Delaware corporation (each a "Subsidiary," and collectively, the "Subsidiaries"). Parent is sometimes hereinafter referred to as the "Surviving Corporation," and the Subsidiaries and Parent are sometimes hereinafter collectively referred to as the "Constituent Corporations."

### **WITNESSETH**

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each Subsidiary is a corporation duly organized and existing under the laws of the state of Delaware, and all of the outstanding shares of common stock of each Subsidiary (the only class of stock outstanding for each Subsidiary) are owned by Parent; and

WHEREAS, the board of directors of Parent has duly approved and adopted this Plan of Merger (the "Plan") providing for the merger of each Subsidiary with and into Parent with Parent as the Surviving Corporation as authorized by the laws of the State of Florida; and

NOW THEREFORE, based on the foregoing premises and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree as follows:

### **ARTICLE I**

#### **MERGER AND NAME OF SURVIVING CORPORATION**

On the effective date of the merger, December 31, 2002, Parent and each Subsidiary shall cease to exist separately and each Subsidiary shall be merged with and into Parent, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall remain "Safeskin Corporation."

### **ARTICLE II**

#### **TERMS AND CONDITIONS OF MERGER**

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) Each Subsidiary shall be merged into Parent to form a single corporation, and Parent shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of Parent and each Subsidiary shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the Florida Business Corporation Act; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of any of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall be the persons who were the directors of Parent immediately prior to the merger, to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with the bylaws of the Surviving Corporation and the laws of the State of Florida.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of Parent immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida.

### ARTICLE III



## **MANNER AND BASIS OF CONVERTING SHARES**

The manner and basis of converting the shares of common stock of each Subsidiary and the mode of carrying the merger into effect are as follows:

(a) All shares of common stock of each Subsidiary (the only class of capital stock issued and outstanding on the effective date of the merger) issued and outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be cancelled, with the sole stockholder thereof receiving consideration therefore in the form of an increase in the value of its previously held stock in Parent. The issued shares of Parent shall not be converted in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the Surviving Corporation.

(b) On the effective date of the merger, all outstanding warrants and options of each Subsidiary, if any, shall be cancelled.

## **ARTICLE IV**

### **ARTICLES OF INCORPORATION AND BYLAWS**

The articles of incorporation of Parent shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of Parent shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

## **ARTICLE V**

### **RIGHTS OF DISSENTING SHAREHOLDERS**

Shareholders of the Subsidiaries who would usually be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

## **ARTICLE VI**

### **NOTICE TO SHAREHOLDERS OF PLAN OF MERGER**

Parent owns 100% of the outstanding shares of each class of stock of all the Subsidiaries (the non-surviving corporations). Parent hereby waives the mailing requirement of the Plan of Merger imposed by Section 607.1104(2) of the Florida Business Corporation Act.