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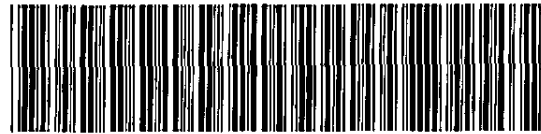
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*merger &  
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05 NOV -2 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/2/05

*MR  
11/2/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 685203 169624B

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

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ORDER DATE : November 2, 2005

ORDER TIME : 11:05 AM

ORDER NO. : 685203-005

CUSTOMER NO: 169624B  
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ARTICLES OF MERGER

BRECKENRIDGE PHARMACEUTICAL,  
INC.

INTO

FLORIDA BRECKENRIDGE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 2956

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

**ARTICLES OF MERGER**  
**OF**  
**BRECKENRIDGE PHARMACEUTICAL, INC.**  
**INTO**  
**FLORIDA BRECKENRIDGE, INC.**

FILED  
05 NOV -2 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, **Breckenridge Pharmaceutical, Inc.**, a Florida corporation (the "Disappearing Corporation"), and **Florida Breckenridge, Inc.**, a Florida corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging **Breckenridge Pharmaceutical, Inc.**, a Florida corporation into **Florida Breckenridge, Inc.**:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of **Breckenridge Pharmaceutical, Inc.** into **Florida Breckenridge, Inc.** is attached to these Articles as an exhibit and incorporated herein by reference.

2. Adoption of Plan.

(a) **Breckenridge Pharmaceutical, Inc.** adopted the Plan of Merger on November 1, 2005, by the attached Joint Written Consent of the Sole Shareholder and Board of Directors of **Breckenridge Pharmaceutical, Inc.** in Lieu of Meeting.

(b) **Florida Breckenridge, Inc.** adopted the Plan of Merger on November 1, 2005, by the attached Joint Written Consent of the Sole Shareholder and Board of Directors of **Florida Breckenridge, Inc.** in Lieu of Meeting.

3. Name of Surviving Corporation. Upon the effective date of the Merger, the Articles of Incorporation of the Surviving Corporation are hereby be amended to provide that the name of the Surviving Corporation shall be **Breckenridge Pharmaceutical, Inc.**

4. Effective Date. The Plan of Merger shall be effective on the filing of these Articles with the Florida Department of State.

[SIGNATURES CONTAINED ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed as of November 1, 2005.

**Breckenridge Pharmaceutical, Inc.**

a Florida Corporation

By: 

Laurence D. Runsdorf, President

**Florida Breckenridge, Inc.**

a Florida Corporation

By: 

Laurence D. Runsdorf, President

**PLAN AND AGREEMENT OF MERGER  
OF  
BRECKENRIDGE PHARMACEUTICAL, INC.  
AND  
FLORIDA BRECKENRIDGE, INC.**

THIS PLAN AND AGREEMENT OF MERGER (the "Plan of Merger" or "Agreement") is entered into this 1st day of November, 2005, by and between Breckenridge Pharmaceutical, Inc., a Florida corporation (the "Disappearing Corporation") and Florida Breckenridge, Inc., a Florida corporation (the "Surviving Corporation"), as approved by the Boards of Directors and the shareholders of the Disappearing Corporation and the Surviving Corporation.

**R E C I T A L S:**

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. The Board of Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders of the Disappearing Corporation and Surviving Corporation, respectively.

D. The Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation will merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan of Merger, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation pursuant to Section 607.1101 of the Florida Statutes and Section 368(a)(1)(A) of the Internal Revenue Code.

2. Filing and Effective Time. Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

3. Surviving Corporation. The Surviving Corporation shall continue its existence pursuant to the provisions of the Florida Act, and shall succeed without other transfer to all the

rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida. Pursuant to the amendment to the Articles of Incorporation of the Surviving Corporation set forth in Section 6 hereof, the Surviving Corporation shall operate under the name "**Breckenridge Pharmaceutical, Inc.**"

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. On the Effective Date, each shareholder of the Disappearing Corporation will surrender all of their shares of Disappearing Corporation (the "Disappearing Common Stock") and each share of Disappearing Common Stock will be exchanged for 1 share of the common stock of the Surviving Corporation (the "Surviving Corporation Common Stock") which will be issued by the Surviving Corporation. Each shareholder of Surviving Corporation will retain his shares, as shares of the Surviving Corporation. All currently outstanding shares of common shares of Surviving Corporation shall remain outstanding as common shares of the Surviving Corporation. On the Effective Date, all outstanding warrants and options to purchase shares of Disappearing Corporation Common Stock shall, without any further action on the part of the holders thereof, be converted into an identical number of warrants or options to purchase shares of Surviving Corporation Common Stock on a one-for-one basis (i.e., each warrant or option to purchase one share of Disappearing Corporation Common Stock shall be converted into a warrant or option to purchase one share of Surviving Corporation Common Stock, and the exercise price per share of each such warrant or option shall be adjusted accordingly). On the Effective Date, each share of common stock of the Disappearing Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. Articles of Incorporation. On the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended to provide that the name of the Surviving Corporation shall be **Breckenridge Pharmaceutical, Inc.** Except with respect to the amendment of the Articles of Incorporation of the Surviving Corporation changing the name of the Surviving Corporation, the Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. This Agreement shall be submitted separately to the directors and shareholders of each of the constituent corporations in the manner provided by the laws of the State of Florida. This Agreement shall not be effective until it is submitted to and approved by the directors and shareholders of the Disappearing Corporation and the Board of Directors and the holders of a majority of the outstanding shares of Surviving Corporation Common Stock. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation will, and are hereby authorized and directed to, cause to be executed and filed all documents required by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

10. Amendment. This Plan of Merger may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of this Plan of Merger with the Florida Department of State, except that any amendment made subsequent to the adoption of this Plan of Merger by the shareholders of Disappearing Corporation or Surviving Corporation must not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Common Stock of the Surviving Corporation or Disappearing Corporation.

11. Governing Law. This Plan of Merger will be construed in accordance with and governed by the laws of the State of Florida.

12. Further Assurances. Each of the parties hereto agrees to take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan and Agreement of Merger as of the date first above written.

**"SURVIVING CORPORATION"**

**Florida Breckenridge, Inc.**  
a Florida corporation

By: \_\_\_\_\_

Name: Laurence D. Runsdorf

Title: President

**"DISAPPEARING CORPORATION"**

**Breckenridge Pharmaceutical, Inc.,** a Florida corporation

By: \_\_\_\_\_

Name : Laurence D. Runsdorf

Title :President

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